



Warsaw, 31 December 2024

Our ref No.: 5723/2024/BKF/KF/S-005723-24/1

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

**REQUEST TO INCLUDE CERTAIN ITEMS IN THE AGENDA OF THE EXTRAORDINARY
GENERAL MEETING OF KRUK SPÓŁKA AKCYJNA (THE COMPANY) CONVENED FOR
30 JANUARY 2025**

PROPOSING SHAREHOLDER

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

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

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holding 989,865 (nine hundred and eighty-nine thousand eight hundred and sixty-five) shares in KRUK Spółka Akcyjna, representing 5.11% of the Company's share capital and carrying 989,865 votes, represents 5.11% of the total voting rights

(the shareholding certificate attached), represented by:

1. Andrzej Soldek – President of the Management Board,
2. Arkadiusz Julke – Vice President of the Management Board,

CONTENT OF THE REQUEST

The Proposing Shareholder, pursuant to Article 401.1 of the Commercial Companies Code (KSH), requests the inclusion of the following item in the agenda of the Extraordinary General Meeting of KRUK Spółka Akcyjna convened for 30 January 2025:

“Changes in the composition of the Supervisory Board”,

and that this matter be included as Item 13 on the agenda of the Extraordinary General Meeting, with the current Item 13 renumbered as Item 14.

Upon acceptance of the Proposing Shareholder’s request, the agenda for the Extraordinary General Meeting of KRUK Spółka Akcyjna, 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.
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.

JUSTIFICATION

Requesting that certain matters be placed on the agenda of the general meeting is a corporate and statutory right vested in a shareholder representing at least one-twentieth of the company’s share capital.

Requesting that an item concerning changes in the composition of the supervisory board be placed on the agenda of the general meeting follows from the general meeting’s power to appoint and remove members of the supervisory board of a listed company. The objective is to strengthen shareholder oversight and corporate governance through representation by a minority shareholder.

Enclosed please find draft resolutions for the Extraordinary General Meeting of KRUK Spółka Akcyjna to the extent covered by the proposed Item 13 of the agenda.

Draft resolutions

RESOLUTION No. [...] of the Extraordinary General Meeting of KRUK Spółka Akcyjna held on 30 January 2025

on: dismissal of a member of the Company's Supervisory Board

Section 1

Pursuant to Article 385.1 of the Commercial Companies Code, the Extraordinary General Meeting of KRUK Spółka Akcyjna hereby dismisses [Mr/Ms] [Full Name] from the Supervisory Board of the Company.

Section 2

1. The resolution has been passed in secret ballot.
2. This Resolution shall take effect upon adoption

RESOLUTION No. [...] of the Extraordinary General Meeting of KRUK Spółka Akcyjna held on 30 January 2025

on: appointment of a member of the Company's Supervisory Board

Section 1

Pursuant to Article 385.1 of the Commercial Companies Code, the Extraordinary General Meeting of KRUK Spółka Akcyjna hereby appoints [Mr/Ms] [Full Name] to the Supervisory Board of the Company.

Section 2

1. The resolution has been passed in secret ballot.
2. This Resolution shall take effect upon adoption.