

Wrocław, 22 January 2025

**Management Board of the Company
KRUK S.A.
ul. Wołowska 8
51-116 Wrocław**

Subject: submission of a General Meeting draft resolution

Acting pursuant to Art. 401.4 of the Commercial Companies Code I hereby submit a draft resolution of the General Meeting and request that it be adopted under item 8 of the agenda of the General Meeting convened for 30 January 2025 (*"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"*).

Pursuant to Art. 401.4 of the Commercial Companies Code, a public company shareholder or shareholders representing at least one-twentieth of the company's share capital may, prior to the date of the General Meeting, submit to the company (in writing or by electronic means) draft resolutions concerning any matters which have been placed or are to be placed on the Meeting's agenda.

As a Shareholder of the Company, I hold directly and indirectly (through the Krupa Family Foundation) a total of 1,716,965 shares representing 8.86% of the Company's share capital. This ownership satisfies the formal statutory requirements entitling me to submit this request.

The draft resolution for item 8 of the agenda includes amendments to both the original draft announced by the Company's Management Board when convening the General Meeting and the draft submitted on 9 January 2025 by Shareholder Open Pension Fund PZU "Złota Jesień" (Current Report No. 2/2025).

The amendments propose to:

1. Grant the request of shareholder OFE PZU "Złota Jesień" to reduce the total number of warrants issuable under the Stock Option Scheme to 775,264, thereby capping the maximum stock dilution at 1 percentage point per year;
2. Introduce the following revised allocation of subscription warrants issued under the Stock Option Scheme to the Basic Pool and the Additional Pool:
 - a. The Basic Pool – a total of 620,212 Subscription Warrants;
 - b. The Additional Pool – a total of 155,052 Subscription Warrants;
3. Reduce the number of Warrants available to Eligible Persons under the Basic Pool tranches if in the year preceding the year when Warrants for a given tranche are offered the increase in PBTPS does not reach 12.00% but is at least 8.00%.

The draft resolution I am proposing reflects the outcomes of discussions with other shareholders of the Company, incorporating their comments and proposals made during these discussions. Its purpose is to bring together the requests that I believe merit attention and support, as granting them would be beneficial to the Company, its management, and its shareholders.

*Sincerely,
Piotr Krupa*