

Notice of Extraordinary General Meeting given by Management Board of KRUK Spółka Akcyjna of Wrocław

1. Date, time and venue of the General Meeting

- (a) Acting pursuant to Art. 399.1 in conjunction with Art. 398 of the Polish Commercial Companies Code as well as Art. 16.5.(a) of the Company's Articles of Association, the Management Board of KRUK Spółka Akcyjna of Wrocław (the "Company"), with its registered office at ul. Wołowska 8, Wrocław, Poland, entered in the Business Register of the National Court Register by the District Court for Wrocław Fabryczna, 6th Commercial Division of the National Court Register, under No. KRS 0000240829, Tax Identification Number (NIP): 894-23-89-605, hereby convenes the Extraordinary General Meeting of KRUK S.A., to be held **at 12.00 noon on 30 January 2025**, in Wrocław at the Company's registered office at ul. Wołowska 8.
- (b) Shareholders will have the option to participate in the General Meeting by electronic means of communication.

2. Agenda of the Meeting:

- (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) Closing of the General Meeting.

3. Record date for participation in the General Meeting

The record date for participation in the Extraordinary General Meeting is **14 January 2025** (the "Record Date").

4. Persons entitled to participate in the General Meeting

- (a) Persons entitled to participate in the General Meeting are those recorded as KRUK S.A.'s shareholders sixteen days prior to the scheduled date of the Extraordinary General Meeting, i.e. on 14 January 2025 (the Record Date).
- (b) The right to participate in the Extraordinary General Meeting is also vested in pledgees and usufructuaries holding voting rights if the creation of limited property rights in their favour is recorded in the securities account on the Record Date, i.e. on **14 January 2025**.
- (c) The holders of rights attached to Company shares and the pledgees or usufructuaries holding voting rights should request the entity maintaining the securities account, no earlier than after a notice of the Extraordinary General Meeting is given and no later than on the first weekday following the Record Date, i.e. **15 January 2025**, for a certificate issued to their name confirming their right to participate in the Extraordinary General Meeting.

5. List of persons entitled to participate in the General Meeting

- (a) The list of persons entitled to participate in the Extraordinary General Meeting as the holders or rights attached to shares, pledgees or usufructuaries holding voting rights (the "List of Shareholders", the "List") is drawn up by the Company based on a list compiled by the Central Securities Depository of Poland (KDPW).
- (b) The List of Shareholders will be displayed for inspection by shareholders for three weekdays prior to the scheduled date of the Extraordinary General Meeting, i.e. **on 27 January – 29 January 2025**, from 9.00 am to 3.00 pm, at the Company's registered office (ul. Wołowska 8, 51-116 Wrocław). Shareholders may request a copy of the List against reimbursement of the costs of making the copy.
- (c) Shareholders can also gain access to materials pertaining to matters placed on the agenda of the General Meeting at the Company's registered office, within the time frame and in accordance with the relevant provisions of the Commercial Companies Code.
- (d) A shareholder may request that the List of Shareholders be delivered to them free of charge to the address for electronic correspondence or via electronic mail, providing the address to which the List should be sent. A request for the List of Shareholders may be submitted in writing to the Company's registered address at ul. Wołowska 8, 51-116 Wrocław, Poland; or sent in electronic form to the Company's email address: wz@kruksa.pl. Such request should be written by a shareholder or a person representing the shareholder. The request should be accompanied

by a copy of the certificate issued to the shareholder's name confirming their right to participate in the General Meeting, and in the case of:

- shareholders being legal persons and partnerships – authorisation to act on behalf of that entity should be confirmed by attaching a valid official extract from the National Court Register or other relevant register,
- a request made through a proxy – the power of proxy to submit that request signed by the shareholder (or a full sequence of the powers of proxy) should be attached, and in the case of a proxy that is not a natural person – a copy of an official extract from the relevant register confirming the signatory's authority to act on behalf of the proxy.

6. Shareholder's right to request that certain items be placed on the agenda of the General Meeting

- (a) A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that specific matters be placed on the agenda of the Extraordinary General Meeting. Such request should be submitted to the Company's Management Board no later than 21 days prior to the scheduled date of the Extraordinary General Meeting, i.e. by **9 January 2025**, and should contain reasons for or a draft resolution concerning the proposed agenda item. The request may be submitted in writing to the Company's registered address at ul. Wołowska 8, 51-116 Wrocław, or sent in electronic form to the Company's email address: wz@kruksa.pl.
- (b) The shareholder/shareholders should demonstrate that they hold the required number of shares, by attaching to the request a certificate issued to their name confirming their right to participate in the Extraordinary General Meeting or another equivalent document, and in the case of:
- shareholders being legal persons and partnerships – authorisation to act on behalf of that entity should be confirmed by attaching a valid official extract from the National Court Register or other relevant register,
 - a request made through a proxy – the power of proxy to submit that request signed by the shareholder (or a full sequence of the powers of proxy) should be attached, and in the case of a proxy that is not a natural person – a copy of an official extract from the relevant register confirming the signatory's authority to act on behalf of the proxy.

7. Shareholder's right to propose draft resolutions

- (a) A shareholder or shareholders representing at least one-twentieth of the Company's share capital may, prior to the scheduled date of the Extraordinary General Meeting, submit in writing to the Company's registered address at ul. Wołowska 8, 51-116 Wrocław, Poland, or by electronic means to **the following email address: wz@kruksa.pl**, their proposed draft resolutions concerning matters placed on the agenda of the Extraordinary General Meeting, or matters to be placed on the agenda.
- (b) A shareholder should prove that they hold the required number of shares, and in the case of:

- shareholders being legal persons and partnerships – authorisation to act on behalf of that entity should be confirmed by attaching a valid official extract from the National Court Register or other relevant register,
 - a request made through a proxy – the power of proxy to submit that request signed by the shareholder (or a full sequence of the powers of proxy) should be attached, and in the case of a proxy that is not a natural person – a copy of an official extract from the relevant register confirming the signatory’s authority to act on behalf of the proxy.
- (c) The Company will promptly publish such draft resolutions on its website.
- (d) Furthermore, each shareholder entitled to participate in the Extraordinary General Meeting may in the course of the Meeting submit draft resolutions concerning matters placed on its agenda.

8. Electronic communication by shareholders with KRUK S.A.

- (a) To the extent provided for in the Commercial Companies Code, shareholders may contact the Company by electronic means of communication.
- (b) Shareholders may communicate with KRUK S.A. by electronic means using the following email address: wz@kruksa.pl.
- (c) The risk inherent in the use of electronic means of communication will be borne by the shareholder.
- (d) Any foreign language documents submitted by a shareholder using electronic means must be accompanied by their translations into Polish.
- (e) Any documents sent by shareholders to KRUK S.A. as well as documents sent by KRUK S.A. to its shareholders by electronic means should be scanned to the PDF or JPEG format.

9. Exercise of voting rights

- (a) The organisational, technical and procedural support of the Extraordinary General Meeting will be provided by the Management Board. The Management Board may entrust the technical support of the Extraordinary General Meeting to a specialised entity, in particular with respect to the registration of shareholders and ballot counting. Voting at the Extraordinary General Meeting may be held in the traditional form or using an electronic ballot counting system.
- (b) Shareholders may participate in the Extraordinary General Meeting and exercise their voting rights in person or through a proxy/proxies.
- (c) A power of proxy to exercise voting rights should be granted in writing or in electronic form. A power of proxy granted in electronic form will not need to be signed with a secure electronic signature.
- (d) The proxy voting forms are available at the Company’s website at <https://en.kruk.eu/investor-relations/kruk-group> in the *KRUK GROUP AUTHORITIES/General Meeting* section. The use of those proxy voting forms is not obligatory.
- (e) However, the Management Board advises that, where a power of proxy is granted by a shareholder together with voting instructions, the Company will not verify whether the proxy has exercised the voting rights as instructed. Accordingly, voting instructions should be given by a shareholder only to the proxy.

- (f) Shareholders are required to notify the Company of granting a power of proxy in electronic form via email at: wz@kruksa.pl by 5.00 pm on 28 January 2025. Documents attached to the notice of granting a power of proxy in electronic form should include a scanned power of proxy given on the form provided by the Company (or drawn up by the shareholder but containing at least the same data and information), in the case of shareholders being natural persons – a copy of a document confirming the shareholder’s identity, and in the case of shareholders being legal persons and partnerships – confirmation of the authority to act on behalf of that entity, by attaching a copy of a valid official extract from the relevant register or another document confirming the authority of a natural person/(s) to represent the shareholder at the Extraordinary General Meeting (e.g. a full sequence of powers of proxy). Foreign language documents must be accompanied by their translations in Polish.
- (g) Where further powers of proxy have been granted, a full sequence of the powers of proxy must be submitted along with registration documents confirming the authority to act on behalf of preceding proxies.
- (h) The rules described above do not release the proxy from the obligation to produce their identification documents at the time when the attendance list of persons entitled to participate in the General Meeting is being prepared.
- (i) For shareholders or proxies participating in the General Meeting by electronic means of communication, a list of the required documents with information on how and when they are to be delivered are set out in an Appendix hereto.

10. Verification of the validity of powers of proxy and identification of shareholders and proxies

- (a) KRUK S.A. will take appropriate steps to confirm the identity of the shareholder and proxy, in order to verify the validity of powers of proxy given in electronic form. This identification procedure may involve in particular contacting the shareholder and the proxy via a return electronic message or telephone call to confirm that the power of proxy has actually been granted and to verify its scope. The Company hereby gives due notice that failure to answer questions asked in the course of such identification procedure will be considered as inability to verify the power of proxy and will constitute grounds for refusing the proxy admission to the Extraordinary General Meeting.
- (b) The above proxy appointment rules will also apply to revoking a power of proxy granted in electronic form.

11. Admission to the General Meeting

- (a) Persons entitled to participate will be admitted to the Extraordinary General Meeting upon presentation of their identity documents, whereas proxies:
 - in the case of powers of proxy granted in written form – will be admitted upon presentation of their identity documents and valid powers of proxy granted to them in written form,
 - in the case of powers of proxy granted in electronic form – will be admitted upon presentation of their identity documents.
- (b) Representatives of legal persons or partnerships should also present originals or copies of official extracts from the relevant registers, listing the persons authorised to represent those

entities and other documents confirming the authority of a natural person/(s) to represent the shareholder at the Extraordinary General Meeting (e.g. a full sequence of powers of proxy and official extracts from the relevant registers).

- (c) Powers of proxy and other required documents confirming the right of a shareholder or their representative to participate in the General Meeting will be attached by the Company to the minutes.
- (d) Together with any foreign language documents presented by a shareholder or its representatives, a shareholder or the shareholder's proxy must also present their translations into Polish.

12. Possibility and procedure for participating in the Extraordinary General Meeting and taking the floor by electronic means

- (a) Shareholders may participate in the General Meeting by electronic means of communication. The terms and conditions of participation in the General Meeting by electronic means are set out in the appendix (Appendix) hereto.
- (b) A shareholder wishing to participate in the General Meeting in this manner should – no later **than five business days prior to the scheduled date of the General Meeting, i.e. by 3.00 pm on 23 January 2025** – send a statement to that effect and other documents listed in item 7 of the Appendix to the Company's email address: wz@kruksa.pl.
- (c) Shareholders will be provided with the opportunity to take the floor at the General Meeting using an instant messaging application, subject to the terms and conditions set out in the Appendix.
- (d) Shareholders may participate in the General Meeting by electronic means of communication using a link which will be sent to them after their rights have been confirmed as valid, by **28 January 2025**.

13. Voting by postal ballot or by electronic means of communication

- (a) The Company does not provide for the possibility of exercising voting rights by postal ballot.
- (b) The terms and conditions of participation in and voting at the General Meeting by electronic means are set out in the Appendix.
- (c) The Company will use its best efforts to ensure that the participation of shareholders and their proxies in the General Meeting by electronic means proceeds smoothly, but assumes no liability for any communication failures or problems occurring due to poor Internet connection or as a result of failure by a shareholder or a shareholder's proxy to meet the technical requirements of participation in the General Meeting by electronic means of communication.

14. Shareholders' right to ask questions concerning matters placed on the agenda

During the General Meeting, shareholders may ask questions concerning matters placed on the agenda of the General Meeting.

15. Access to documents

- (a) Persons entitled to participate in the Extraordinary General Meeting may access the full texts of documents to be presented to the General Meeting and of draft resolutions:
- on the Company's website at <https://en.kruk.eu/investor-relations/kruk-group> in the *KRUK GROUP AUTHORITIES/General Meeting* section.
 - in hard copy, upon the entitled person's request, at the Company's registered office at ul. Wołowska 8, 51-116 Wrocław, from the date of the notice of the Extraordinary General Meeting to **29 January 2025**, between 9.00 am and 3.00 pm.
- (b) The Company will make all information regarding the Extraordinary General Meeting available on the Company's website at <https://en.kruk.eu/investor-relations/kruk-group> in the *KRUK GROUP AUTHORITIES/General Meeting* section.

16. Procedural information

- (a) The registration of shareholders will commence on **30 January 2025**, 60 minutes prior to the scheduled start of the Extraordinary General Meeting, **i.e. from 11.00 am**.
- (b) Please remember to carry your identity document on the day of the Extraordinary General Meeting to secure admission to the General Meeting.
- (c) We request entities representing a larger number of shareholders to grant powers of proxy in electronic form to the extent possible and send in the scanned documents to: wz@kruksa.pl.
- (d) It is recommended that the scanned documents based on which participants can be registered for the Extraordinary General Meeting or at least lists of shareholders represented by a proxy in alphabetical order be sent to the following address:
wz@kruksa.pl.
- (e) The submission of scanned proxy documents or notification of the Company as provided for in Section 10 hereof will not give rise to any negative legal or corporate consequences on the part of persons entitled to participate in the Extraordinary General Meeting or their proxies should the factual circumstances change at some point in the future.
- (f) To streamline the registration process, we also request that the list of entities represented by a proxy, to the extent possible, be drawn up in alphabetical order, showing the number of voting rights held by them.

17. Miscellaneous

- (a) The Management Board hereby advises that all matters not provided for in this notice will be subject to the relevant provisions of the Polish Commercial Companies Code and the Articles of Association of KRUK S.A. of Wrocław, and therefore recommends the shareholders to acquaint themselves with these regulations. If you have any queries regarding participation in the General Meeting, please contact the Company by email at: wz@kruksa.pl.
- (b) Attached to this notice are the 'Rules of remote participation in the General Meeting of KRUK S.A. by electronic means of communication', which have been approved by the Supervisory Board of KRUK S.A. and set out the rules for shareholders' participation in the General Meeting by electronic means of communication.