*………………………………………*

*(place and date)*

**Power of proxy granted by a natural person**

**to participate in the Annual General Meeting of**

**KRUK S.A. of Wrocław, convened for 25 June 2019**

I, the undersigned …………………………………. *(first name and surname)*, holding ID card No. ……………..........….., issued by ...........................................................,

domiciled at …………………………….............................................………… *(address)*

email address *.............................................................* telephone number ……………………………

hereby represent that I am a Shareholder of KRUK S.A. of Wrocław, holding ………………… (……………………………………………………………………) ordinary bearer shares in KRUK S.A. of Wrocław (“KRUK S.A.”)

**and I hereby authorise:**

Mr/Ms ……………………………………………………………… *(first name and surname)*, holding ………................. (*type and number of ID document*)

*[or]*

……………………………………..……………………………….. *(company name)* of……………………………………………….., with its registered office at ……………………………………………..., entered in ......................................... under No. ......................................

to represent me at the Annual General Meeting of KRUK S.A. convened for 25 June 2019, to be held in Warsaw, at Polonia Palace Hotel, Al. Jerozolimskie 45, Warsaw, Poland, and in particular to participate in and take floor at the Annual General Meeting, to sign the list of attendance, and to vote ……….......... (………) shares / all my shares\* on my behalf in accordance with the voting instructions / at the proxy’s discretion.\*

The proxy identified above shall remain authorised to represent …………………………….……………… *(Shareholder’s fist name and surname)* at the Annual General Meeting in the event of its adjournment.

The proxy may / may not\* grant further powers of proxy.

……………………………………………………..

*(first name and surname)*

*………………………………………*

*(place and date)*

Power of proxy granted by a legal entity or a partnership

**to participate in the Annual General Meeting of**

**KRUK S.A. of Wrocław, convened for 25 June 2019**

I / We, the undersigned

*(first name and surname) ……………………………………………………………………………………………*

*email address ............................................................. telephone number ……………………………*

and

*(first name and surname) ……………………………………………………………………………………………*

*email address ............................................................. telephone number ……………………………*

authorised to act on behalf of ....................................................................... *(Shareholder’s name)* of ............................................., entered in ............................................. under No. .........................................., represent that *…………………………………… (Shareholder’s name)* is a Shareholder of KRUK S.A. of Wrocław, holding ………………… (…………) ordinary bearer shares in KRUK S.A. of Wrocław (“KRUK S.A.”)

**and I/We hereby authorise:**

Mr/Ms ……………………………………………………………… *(first name and surname)*, holding ………................. (*type and number of ID document)*

*[or]*

……………………………………..……………………………….. *(company name)* of……………………………………………….., with its registered office at ……………………………………………..., entered in ......................................... under No. ......................................

to represent the Shareholder at the Annual General Meeting of KRUK S.A. convened for 25 June 2019, to be held in Warsaw, at Polonia Palace Hotel, Al. Jerozolimskie 45, Warsaw, Poland, and in particular to participate in and take floor at the Annual General Meeting, to sign the list of attendance, and to vote ……….......... (………) shares / all the Shareholder’s shares\* on behalf of the Shareholder in accordance with the voting instructions / at the proxy’s discretion.\*

The proxy identified above shall remain authorised to represent …………………………….……………… *(Shareholder’s name)* at the Annual General Meeting in the event of its adjournment.

The proxy may / may not\* grant further powers of proxy.

*Appendices:*

* *Copy of the Shareholder’s entry in the register*

……………………………………………………..

*(first name and surname)*

**TO: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*(proxy’s first name and surname / company name)*

SHAREHOLDER \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*(Shareholder’s first name and surname / company name)*

**PROXY FORM FOR**

**the Annual General Meeting of KRUK S.A.,**

**to be held on 25 June 2019**

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: appointment of 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

........................................ shall be appointed Chair of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

**Instruction for the Proxy concerning voting on the resolution to appoint the Chair of the Annual General Meeting**

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

# The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: adoption of the agenda for the Annual General Meeting

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

Section 1

The Annual General Meeting hereby adopts the following agenda:

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 adopt resolutions.
4. Adoption of the agenda.
5. Presentation by the Company’s Management Board of the financial results achieved by the Company and other material information presented in the financial statements.
6. Review of the KRUK Supervisory Board’s Report for 2018.
7. Review of the separate financial statements of KRUK S.A. for the financial year ended December 31st, 2018 and adoption of a resolution to approve the separate financial statements.
8. Review of the Management Board’s proposal concerning the coverage of loss for the financial year 2018 and distribution of dividend to the Company’s shareholders. Adoption of resolution on coverage of loss for the financial year 2018 and distribution of dividend to the Company’s shareholders.
9. Review of the Directors’ Report on the operations of KRUK S.A. in 2018 and adoption of a resolution to approve the Directors’ Report.
10. Review of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2018 and adoption of a resolution to approve the consolidated financial statements.
11. Review of the Directors’ Report on the operations of the KRUK Group in 2018 and adoption of a resolution to approve the Directors’ Report.
12. Adoption of resolutions concerning:
13. granting discharge to members of the Company’s Management Board in respect of performance of their duties in the financial year 2018,
14. granting discharge to members of the Company’s Supervisory Board in respect of performance of their duties in the financial year 2018.
15. Adoption of resolution to determine the number of members of the Supervisory Board for the next term of office.
16. Adoption of resolutions to appoint members of the Supervisory Board of the new term of office
17. Adoption of resolutions to determine the rules of remunerating members of the Supervisory Board of KRUK S.A.
18. Closing of the Meeting.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

# The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: approval of the Company’s separate financial statements for the financial year ended December 31st, 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code and Art. 18.1.1 of KRUK S.A.’s Articles of Association, and having taken into consideration the Supervisory Board’s assessment of KRUK S.A.’s separate financial statements for the financial year ended December 31st 2018, 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 KRUK S.A.’s separate financial statements for the financial year ended December 31st 2018, comprising:

1. the separate statement of financial position, showing total assets and total equity and liabilities of PLN 2,400,199 thousand,
2. the separate statement of profit or loss, showing net loss of PLN 57,818 thousand,
3. the separate statement of comprehensive income, showing total comprehensive income for the period of PLN -67,569 thousand,
4. the separate statement of changes in equity for the period from January 1st 2018 to December 31st 2018, showing total equity as at December 31st 2018 of PLN 569,889 thousand;
5. the separate statement of cash flows for the period from January 1st 2018 to December 31st 2018, showing cash and cash equivalents at the end of the period of PLN 9,151 thousand;
6. the notes to the separate financial statements.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: coverage of loss for the financial year 2018 and distribution of dividend to the Company’s shareholders

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 18.1.2 of the Articles of Association of KRUK S.A., and having taken into consideration the Supervisory Board’s assessment of the Management Board’s proposal regarding coverage of loss for 2018 and recommendation of dividend distribution to the Company’s shareholders, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

1. After due consideration of the Management Board’s proposal concerning coverage of loss posted by KRUK S.A. for 2018, the Annual General Meeting of KRUK S.A. hereby resolves to cover the Company’s entire loss for 2018, of PLN 57,818,271.87, with the Company’s statutory reserve funds.
2. The General Meeting further resolves to pay dividend of PLN 5.00 per share. The dividend, in the amount of PLN 94,653,275.00, will be paid in full from the Company’s statutory reserve funds.

Section 2

The record date for payment of dividend for the financial year ended December 31st 2018 shall be July 2nd 2019. The dividend payment date shall be July 10th 2019.

Section 3

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: approval of the Directors’ Report on the operations of KRUK S.A. in 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code and Art. 18.1.1 of KRUK S.A.’s Articles of Association, and having taken into consideration the Supervisory Board’s assessment of the Directors’ Report on the operations of KRUK S.A. in 2018, 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 S.A. in 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: approval of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2018

Acting pursuant to Art. 395.5 of the Polish Commercial Companies Code and Art. 18.1.12 of KRUK S.A.’s Articles of Association, and having considered the Supervisory Board’s assessment of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 20178 the Annual General Meeting hereby 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 2018, comprising:

1. the consolidated statement of financial position, showing total assets and total equity and liabilities of PLN 4,482,177 thousand,
2. the consolidated statement of profit or loss, showing net profit for the period of PLN 330,412 thousand,
3. the consolidated statement of comprehensive income, showing total comprehensive income for the period of PLN 317,811 thousand,
4. the consolidated statement of changes in equity for the period from January 1st 2018   
   to December 31st 2018, showing total equity as at December 31st 2018 of PLN 1,732,750 thousand;
5. the consolidated statement of cash flows for the period from January 1st 2018 to December 31st 2018, showing cash and cash equivalents at the end of the period of PLN 147,302 thousand;
6. the notes to the consolidated financial statements.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: approval of the Directors’ Report on the operations of the KRUK Group in 2018.

Acting pursuant to Art. 395.5 of the Commercial Companies Code and Art. 18.1.12 of KRUK S.A.’s Articles of Association, and having considered the Supervisory Board’s assessment of the Directors’ Report on the operations of the KRUK Group in 2018, the Annual General Meeting 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 the KRUK Group in 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to President of the KRUK S.A. Management Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Piotr Krupa, President of the Management Board, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Management Board in respect of her duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Ms Agnieszka Kułton, the Management Board Member for Purchased Portfolio Operations, in respect of her duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Management Board in respect of her duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Ms Urszula Okarma, the Management Board Member for Strategic Transactions and Customer Relations, in respect of her duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Management Board in respect of her duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Ms Iwona Słomska, the Management Board Member for Marketing, Public Relations and Human Resources, in respect of her duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Management Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Michał Zasępa, Management Board Member for Finance, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to Chairperson of the KRUK S.A. Supervisory Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Piotr Stępniak, Chairperson of the Supervisory Board, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Supervisory Board in respect of her duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Ms Katarzyna Beuch, member of the Supervisory Board, in respect of her duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Supervisory Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Tomasz Bieske, member of the Supervisory Board, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Supervisory Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Arkadiusz Jastrzębski, member of the Supervisory Board, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Supervisory Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Krzysztof Kawalec, member of the Supervisory Board, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Supervisory Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Robert Koński, member of the Supervisory Board, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: granting discharge to member of the KRUK S.A. Supervisory Board in respect of his duties in the financial year 2018.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 18.1.3 of KRUK S.A.’s Articles of Association, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants discharge to Mr Józef Wancer, member of the Supervisory Board, in respect of his duties in the period from January 1st 2018 to December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: determination of the number of members of the Supervisory Board of the next term of office

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 11.1 and 11.2 of the Articles of Association of KRUK S.A., the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting hereby resolves that the Supervisory Board of the next term of office shall be composed of seven members.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: appointment of the Supervisory Board of the new term of office

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 11.2 of the Articles of Association of KRUK S.A., the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby appoints Mr/Ms ........................... to the Company’s Supervisory Board of the new term of office, effective June 25th 2019.

Section 2

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.

**Resolution No. .../2019**

**of the Annual General Meeting of KRUK S.A.**

**of Wrocław, dated 25 June 2019**

concerning: determination of the rules of remunerating members of the Supervisory Board of   
KRUK S.A.

Acting pursuant to Art. 392.1 of the Commercial Companies Code and Art. 12.5 of the Articles of Association of KRUK S.A., the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

1. Each member of the Company’s Supervisory Board shall receive a gross monthly remuneration of PLN 9,704.58 (nine thousand, seven hundred and four złoty, 58/100), subject to Section 1.2.
2. In addition, the Chair of the Supervisory Board shall receive, while serving in this position, an additional monthly remuneration equal to 100% of the gross remuneration referred to in Section 1.1.

Section 2

The remuneration referred to in Section 1 shall be paid to the Supervisory Board members in arrears, by the 10th day of each month following the month for which such remuneration is due.

Section 3

The Company shall bear the costs of performing the duties by a Supervisory Board member, including reasonable costs of travel.

Section 4

1. The remuneration referred to in Section 1 and reimbursement of the costs referred to in Section 3 shall be payable to Supervisory Board members for each month, starting from the month of their appointment to the Supervisory Board.
2. A member who served on the Supervisory Board for less than a full month shall be remunerated in proportion to the time of his or her service during that month.

Section 5

This Resolution shall become effective as of its date.

The Proxy shall:

|  |  |  |
| --- | --- | --- |
| **Vote for the Resolution** | **Vote against the Resolution** | **Abstain from voting on the Resolution** |
|  |  |  |

# **I object to the Resolution** : YES/NO\*)

The Proxy shall vote as indicated by crossing the appropriate box with “X”.