

**Draft resolutions of the Annual General Meeting of KRUK S.A.
of Wrocław
convened for May 10th 2024**

Draft /1/ concerning item 2) of the agenda

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: appointing 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

The following person shall be appointed as Chair of the Annual General Meeting:

.....

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 409 §1 of the Commercial Companies Code, after the opening of the General Meeting, a Chair is elected from among the persons entitled to participate in the General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: adoption the agenda for the Annual General Meeting

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

Section 1

The following agenda shall be adopted:

- 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 pass resolutions.
- 4) Adoption of the agenda.
- 5) Presentation by the KRUK S.A. Management Board of the Company's financial results and other material information contained in its financial statements.
- 6) Review of the KRUK S.A. Supervisory Board's report for 2023.
- 7) Review of the separate financial statements of KRUK S.A. for the financial year ended December 31st 2023 and resolution to approve the separate financial statements.
- 8) Review of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2023 and resolution to approve the consolidated financial statements.
- 9) Review of the Directors' report on the operations of KRUK Group and KRUK S.A. in 2023 and resolution to approve the Directors' Report.
- 10) Review of the Management Board's proposal regarding allocation of KRUK S.A.'s net profit for 2023 and the recommendation for the General Meeting to allocate the Company's net profit for 2023 to dividend distribution and statutory reserve funds. Voting on a resolution concerning allocation of KRUK S.A.'s net profit for 2023 and payment of dividend to the Company's shareholders.
- 11) Resolutions:
 - a) to grant liability discharge to members of the Management Board of KRUK S.A. for 2023,
 - b) to grant liability discharge to members of the Supervisory Board for 2023.
- 12) Resolution to giving an opinion on the Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2023.
- 13) Voting on a resolution concerning the Remuneration Policy for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław.
- 14) Voting on a resolution to grant consent to the acquisition by Members of the Supervisory Board and Members of the Management Board of bonds issued by KRUK S.A.

15) Closing of the Meeting

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 402[2] in conjunction with Art. 399.1 of the Commercial Companies Code, the General Meeting is convened by the Management Board, which also defines the agenda of the Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: approval of the separate financial statements of KRUK S.A. for the financial year ended December 31st 2023.

Acting pursuant to Art. 393.1) and Art. 395.2.1) of the Commercial Companies Code and Art. 19.1.1) of the Articles of Association of KRUK S.A., and having taken into consideration the Supervisory Board's assessment of the separate financial statements of KRUK S.A. for the financial year ended December 31st 2023, 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 separate financial statements of KRUK S.A. for the financial year ended December 31st 2023, comprising:

- 1) the separate statement of financial position, showing total assets and total equity and liabilities of PLN 7,394,513 thousand;
- 2) the separate statement of profit or loss, showing net profit of PLN 983,934 thousand;
- 3) the separate statement of comprehensive income, showing total comprehensive income for the reporting period of PLN 805,207 thousand;
- 4) the separate statement of changes in equity for the period from January 1st 2023 to December 31st 2020, showing total equity as at December 31st 2023 of PLN 3,791,393 thousand;
- 5) the separate statement of cash flows for the period from January 1st 2023 to December 31st 2023, showing cash and cash equivalents at the end of the period of PLN 227,643 thousand;
- 6) notes to the separate financial statements.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 393.1) and Art. 395.2.1) of the Commercial Companies Code, the separate financial statements and the Directors' Report on the Company's operations in a financial year are subject to review and approval by the Company's Annual General Meeting.

The separate financial statements of KRUK S.A. for the financial year ended December 31st 2023 were favourably assessed by the Company's Supervisory Board by Resolution No. 3/2024 of March 27th 2024. In the resolution, the Supervisory Board also recommended and moved that the General Meeting approve the financial statements.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: approval of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2023.

Acting pursuant to Art. 395.5 of the Commercial Companies Code and Art. 19.1.12 of the Articles of Association of KRUK S.A., and having taken into consideration the Supervisory Board's assessment of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2023, the Annual General Meeting 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 2023, comprising:

- 1) the consolidated statement of financial position, showing total assets and total equity and liabilities of PLN 9,928,505 thousand;
- 2) the consolidated statement of profit or loss, showing net profit for the reporting period of PLN 984,201 thousand;
- 3) the consolidated statement of comprehensive income, showing total comprehensive income for the reporting period of PLN 805,496 thousand;
- 4) the consolidated statement of changes in equity for the period from January 1st 2023 to December 31st 2023, showing total equity as at December 31st 2023 of PLN 3,790,810 thousand;
- 5) the consolidated statement of cash flows for the period from January 1st 2023 to December 31st 2023, showing cash and cash equivalents at the end of the period of PLN 388,461 thousand;
- 6) notes to the consolidated financial statements.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 395.5 of the Commercial Companies Code, the business of the Annual General Meeting may also include consideration and approval of the financial statements of a group within the meaning of accounting regulations.

The consolidated financial statements of the KRUK Group for the financial year ended December 31st 2023 were favourably assessed by the Company's Supervisory Board by Resolution No. 4/2024 of March 27th 2024. In the resolution, the Supervisory Board also recommended and moved that the General Meeting approve the financial statements.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: approval of the Directors' report on the operations of KRUK Group and KRUK S.A. in 2023.

Acting pursuant to Art. 393.1) and Art. 395.2.1) and 395.5 of the Commercial Companies Code and Art. 19.1.1) and 12) of the Articles of Association of KRUK S.A., and having taken into consideration the Supervisory Board's assessment of the Directors' report on the operations of KRUK Group and KRUK S.A. in 2023, 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 Group and KRUK S.A. in 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

The Directors' report on the operations of KRUK Group and KRUK S.A. in 2023 was favourably assessed by the Company's Supervisory Board by Resolution No. 5/2024 of March 27th 2024. In the resolution, the Supervisory Board also recommended and moved that the General Meeting approve the Directors' Report.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: allocation of KRUK S.A.'s net profit for 2023 and payment of a dividend to the Company's shareholders.

Acting pursuant to Art. 395.2.2) of the Commercial Companies Code and §19.1.2) of the Articles of Association of KRUK S.A., the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

Considering the Management Board's recommendation on allocation of the Company's net profit for 2023 and the Supervisory Board's endorsement of the recommendation, the Annual General Meeting of KRUK S.A. resolves to allocate the Company's net profit for 2023, of PLN 983,933,614.88 (nine hundred eighty-three million nine hundred thirty-three thousand six hundred fourteen 88/100), as follows:

1. PLN 347,738,220.00 to payment of dividend of PLN 18.00 per share to the Company's shareholders;
2. The remaining amount of PLN 636,195,394.88 – to the statutory reserve funds.

Section 2

The dividend record date with respect to dividend for the year ended December 31st 2023 shall be May 15th 2024, and the dividend payment date – May 20th 2024.

Section 3

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

On December 2nd 2023, KRUK S.A. adopted a Dividend Policy whereby the Management Board is expected to recommend that the Annual General Meeting resolve to pay out dividend amounting to 30% or more of the KRUK Group's consolidated net profit for a previous financial year, attributable to shareholders of the parent. In view of the Company's current financial and liquidity position, investment plans and growth prospects, the Company's Management Board put forward a proposal on the allocation of profit for the period from January 1st to December 31st 2023, which was endorsed by the Company's Supervisory Board in Resolution No. 7/2024 of March 27th 2024. In the opinion of the Management Board, the proposed profit distribution is consistent with the assumptions underlying the Dividend Policy, as well as furthering the interests of shareholders through payment of dividend.

The Management Board announces that the amount will also satisfy the conditions under Article 348.1 of the Commercial Companies Code.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the President of the Management Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Krupa, President of the Management Board- Chief Executive Officer, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 10/2024 of March 27th 2024, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Piotr Krupa as President of the Management Board in the financial year 2023.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Kowalewski, Member of the Management Board, Chief Operational Officer, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 11/2024 of March 27th 2024, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Piotr Kowalewski as Member of the Management Board in the financial year 2023.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Adam Łodygowski, Member of the Management Board, Chief Data & Technology Officer, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 12/2024 of March 27th 2024, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Adam Łodygowski as Member of the Management Board in the financial year 2023.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Ms Urszula Okarma, Member of the Management Board, Chief Investment Officer, for the period of her holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 13/2024 of March 27th 2024, the Supervisory Board moved that the General Meeting grant liability discharge to Ms Urszula Okarma as Member of the Management Board in the financial year 2023.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Michał Zasępa, Member of the Management Board, Chief Financial Officer, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 14/2024 of March 27th 2024, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Michał Zasępa as Member of the Management Board in the financial year 2023.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting discharge to the Chair of the Supervisory Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Stępniaak, Chair of the Supervisory Board, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the Vice Chair of the Supervisory Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Krzysztof Kawalec, Vice Chair of the Supervisory Board, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting discharge to the Member of the Supervisory Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Ms Katarzyna Beuch, Member of the Supervisory Board, for the period of her holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting discharge to the Member of the Supervisory Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mrs Izabela Felczak-Poturnicka, Member of the Supervisory Board, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the Member of the Supervisory Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Ms Ewa Radkowska-Świętoń, Member of the Supervisory Board, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting discharge to the Member of the Supervisory Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mrs Beata Stelmach, Member of the Supervisory Board, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: granting liability discharge to the Member of the Supervisory Board of KRUK S.A. for 2023.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Szczepiórkowski, Member of the Supervisory Board, for the period of his holding the office in the financial year 2023, i.e. from January 1st to December 31st 2023.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10th May 2024**

concerning: giving an opinion on the Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2023.

Acting pursuant to Art. 395.2¹ of the Commercial Companies Code and Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text Dz.U.2023.2554., as amended), the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting gives its positive opinion on the Supervisory Board's Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2023, attached as an Appendix hereto.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 90g.1 and Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text Dz.U.2023.2554, as amended), the supervisory board of a company shall prepare annual remuneration reports providing a comprehensive overview of remuneration, including all benefits, in whatever form, received by or due to individual management board and supervisory board members in the previous financial year in accordance with the remuneration policy and the general meeting shall adopt a resolution on giving an opinion on the remuneration report.

The Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2023 was adopted by resolution no 20/2024 of the KRUK S.A. Supervisory Board dated March 27th 2024 and assessed by the auditor as regards the inclusion therein of the information required under Art. 90g.1–5 and Art.90g.8 of the Act.

In accordance with the guidelines on assurance engagements of auditors with respect to assessment of reports on remuneration of members of management and supervisory boards of public companies, as issued by the National Council of Statutory Auditors, the Supervisory Board submitted to the auditor a statement signed by all members of the Supervisory Board, which:

- confirms their responsibility for the remuneration report, including the completeness of the information contained therein as required by applicable laws and regulations and for the design, implementation and maintenance of a relevant internal control system,*
- confirms the completeness of the information contained in the remuneration report as required by applicable laws and regulations,*
- confirms that the auditor has been provided with all relevant information, clarifications, data and documents that the auditor has requested and that are necessary to carry out the assurance engagement. The Resolution of the General Meeting is of advisory nature.*

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10 May 2024**

concerning: the Remuneration Policy for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław.

Acting pursuant to Art. 90e.4 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U.2023.2554., as amended), the Annual General Meeting resolves as follows:

Section 1

1. Having reviewed the existing Remuneration Policy for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław (the "Policy"), the Annual General Meeting has satisfied itself that the document remains up-to-date and is aligned with the prevailing market environment and the Company's condition.
2. In view of Section 1 above, the Annual General Meeting upholds the existing Policy, as amended and restated on 16 November 2022, the text of which is attached to this Resolution.

Section 2

This Resolution shall become effective as of its date.

RATIONALE :

The provision of Art. 90e.4 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U.2023.2554., as amended) has introduced a requirement to periodically review the remuneration policy. In accordance with that provision, a resolution concerning the remuneration policy must be adopted at least every four years to ensure the policy remains up-to-date and is aligned with the prevailing market environment and the company's condition.

The Company regularly reviews and revises the applicable Policy. Following its review performed on 16 November 2022, the General Meeting resolved to make appropriate amendments aligning the Policy with the changing market conditions, to accommodate the Company's current needs.

**Resolution No. .../2024
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated 10 May 2024**

to grant consent to the acquisition by Members of the Supervisory Board and Members of the Management Board of bonds issued by KRUK S.A.

Acting pursuant to Art. 15.1 of the Polish Commercial Companies Code, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants consent to the acquisition by members of the Supervisory Board and members of the Management Board of bonds issued by KRUK S.A. in the period from the effective date of this Resolution through 31 December 2029, in accordance with the Rules for Insider Buying of Debt Securities Issued by KRUK S.A., as adopted by Resolution No 39/2024 of the Management Board of KRUK S.A. Bonds offered to investors within a particular tranche may only be acquired subject to uniform terms and conditions, especially a uniform interest rate, applicable to all investors acquiring bonds of that tranche, including members of the Supervisory Board and members of the Management Board.

Section 2

The nominal value of bonds acquired by any of the persons referred to in Section 1 may not exceed the equivalent of PLN 5,000,000.00 (five million zloty) over a calendar year.

Section 3

This Resolution shall become effective as of its date.

RATIONALE:

As required by Art. 15.1 of the Commercial Companies Code, the conclusion by a company of a loan, surety or other similar agreement with or for the benefit of a member of its Management Board, Supervisory Board, audit committee, commercial proxy or liquidator is subject to consent from the General Meeting. Since the Company is an active issuer of bonds offered to institutional and retail investors, and given the potential willingness of members of its Management Board and Supervisory Board to purchase bonds issued by the Company, the adoption of this Resolution by the General Meeting is necessary and justified in light of the aforementioned provision of Art. 15.1 of the Commercial Companies Code.