

DRAFT RESOLUTIONS

**Resolution No. 1/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024
on electing the Chairman of the Ordinary General Meeting**

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw elects Mr. / Mrs. [•] as Chairman of the Ordinary General Meeting, and Mr. / Mrs [•] accepts this election. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *The resolution is of procedural nature - the election of the Chairman of the General Meeting is required under the provisions of the Commercial Companies Code.*

**Resolution No. 2/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024
on adopting the agenda**

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) hereby adopts the agenda of the Ordinary General Meeting, published in accordance with Article 402¹ of the Commercial Companies Code, which includes: -----

- 1) Opening of the Ordinary General Meeting.-----
- 2) Election of the Chairman of the Ordinary General Meeting. -----
- 3) Preparing and checking the attendance list.-----
- 4) The ascertainment of the correctness of convening the Ordinary General Meeting and its capability of adopting binding resolutions.-----
- 5) Adoption of the agenda of the Ordinary General Meeting. -----
- 6) Adoption of resolutions on:-----
 - a) consideration and approval of the Management Board’s report on the operations of the Company and the Company’s Capital Group for the year ended on December 31, 2023; --
 - b) consideration and approval of the Company’s standalone financial statement for the year ended on December 31, 2023; -----
 - c) consideration and approval of the consolidated financial statement of the Company’s Capital Group for the year ended on December 31, 2023; -----
 - d) distribution of the Company’s profit for the year ended on December 31, 2023;-----

- e) expressing an opinion on the report of the Supervisory Board of the Company on remuneration of members of the Management and the Supervisory Board of the Company for year 2023; -----
 - f) approval of the report of the Supervisory Board of the Company on operations in the year ended on December 31, 2023; -----
 - g) granting the vote of acceptance for the discharge of duties in year 2023 to members of the Company's Management Board; -----
 - h) granting the vote of acceptance for the discharge of duties in year 2023 to members of the Company's Supervisory Board;-----
 - i) change of remuneration of members of the Supervisory Board of the Company; -----
 - j) amendment of the Company's Articles of Association; -----
 - k) adoption of the unified text of the Company's Articles of Association; -----
 - l) dissolving the special fund created for the repurchase of own shares and transferring the funds accumulated therein to Company's reserve capital.-----
- 7) Closing of the Ordinary General Meeting. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *The resolution is of procedural nature – the adoption of the agenda is required by the Commercial Companies Code.*

**Resolution No. 3/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

on approving the report of the Management Board on the operations of Grupa Pracuj S.A. and Grupa Pracuj S.A. Capital Group for the year ended on December 31, 2023

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), pursuant to Art. 395 § 2 point 1) in connection with Art. 393 point 1) of the Commercial Companies Code, having previously considered the report, resolves to approve the Management Board's report on the Company and the Company's Capital Group operations for the year ended on December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Consideration and adoption of this resolution results from the provisions of Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Supervisory Board of the Company in its resolution no. 3 dated April 3, 2024, positively assessed the Report of the Management Board on the operations of the Company and of the Company's Capital Group for the year ended on December 31, 2023 and stated that it was prepared in compliance with the books and documentation as well as with factual state and contains the necessary, synthetic information

on the functioning of the Company and the Company's Capital Group in 2023. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt resolution approving the Report of the Management Board on the operations of the Company and of the Company's Capital Group for the year ended on December 31, 2023.

**Resolution No. 4/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

**on approving the standalone financial statement of Grupa Pracuj S.A. for the year ended
on December 31, 2023**

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), pursuant to Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code, having previously considered the standalone financial statement of the Company for the year ended on December 31, 2023, which comprises of:-----

- 1) the comprehensive income statement for the year ended on December 31, 2023, indicating net profit in the amount of PLN 172,870 thousand, -----
- 2) the financial position statement drafted as of December 31, 2023 presenting the total amount of assets, equity and liabilities in the amount of PLN 914,908 thousand,-----
- 3) the cash flows statement for the year ended on December 31, 2023 indicating cash inflows in the amount of PLN 6,868 thousand, -----
- 4) the statement of changes in equity for the year ended on December 31, 2023 indicating an increase in equity by PLN 84,689 thousand, -----
- 5) explanatory notes;-----

hereby resolves to approve the standalone financial statement of the Company for the year ended on December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Consideration and adoption of this resolution results from the provision of Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Company's Supervisory Board, in its resolution no. 1 of April 3, 2024, stated that the Company's standalone financial statement for the year ended on December 31, 2023 was prepared thoroughly, in compliance with the books and documentation as well as with factual state, the financial data has been prepared and presented in accordance with the requirements of the relevant regulations. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt a resolution approving the standalone financial statement of the Company for the year ended on December 31, 2023.

The Company's standalone financial statement for the year ended on December 31, 2023 was audited by an independent auditor who issued an unqualified audit report.

**Resolution No. 5/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

***on approving the consolidated financial statement of Grupa Pracuj S.A. Capital Group for the
year ended on December 31, 2023***

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), pursuant to Article 395 § 5 of the Commercial Companies Code, having previously considered the consolidated financial statement of the Company Capital Group for the year ended on December 31, 2023, which comprises of: -----

- 1) the consolidated comprehensive income statement for the year ended on December 31, 2023 indicating net profit in the amount of PLN 187,726 thousand, -----
- 2) the consolidated financial position statement drafted as of December 31, 2023 presenting the total amount of assets, equity and liabilities in the amount of PLN 1,028,709 thousand, -----
- 3) the consolidated cash flows statement for the year ended on December 31, 2023 indicating cash inflows in the amount of PLN 54,250 thousand, -----
- 4) the consolidated statement of changes in the equity for the year ended on December 31, 2023 indicating an increase in equity by PLN 52,227 thousand, -----
- 5) explanatory notes; -----

hereby resolves to approve the consolidated financial statement of the Company Capital Group for the year ended on December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption. -----

Justification of the draft resolution: *Consideration and adoption of this resolution results from the provision of Article 395 § 5 of the Commercial Companies Code.*

The Company's Supervisory Board, in its resolution no. 2 of April 3, 2024, stated that the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2023 was prepared thoroughly, in compliance with the books and documentation as well as with factual state, the financial data has been prepared and presented in accordance with the requirements of the relevant regulations. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt resolution approving the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2023.

The consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2023 have been audited by an independent auditor who has issued an unqualified audit report.

**Resolution No. 6/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

on the distribution of Grupa Pracuj S.A.'s profit for the year ended on December 31, 2023

§ 1.

Acting pursuant to Article 395 § 2 point 2) and Article 348 § 4 and § 5 of the Commercial Companies Code, having familiarized itself with the proposal of the Management Board of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) concerning the manner of distribution of the Company's net profit generated in the year ended on December 31, 2023, and having received a positive opinion of the Company's Supervisory Board on such proposal, the Ordinary General Meeting of the Company hereby resolves to: -----

- 1) distribute the Company's net profit for the year ended on December 31, 2023 in the amount of PLN 172,869,056.02 in the following manner: -----
 - a) to allocate the amount of PLN 136,530,052.00 to the payment of dividend to the Company's shareholders, i.e. in the amount of PLN 2.00 per share. -----
 - b) to allocate the remaining amount of the net profit i.e. PLN 36,339,004.02 to the Company's reserve capital, -----
- 2) determine June 24, 2024 as the dividend date, -----
- 3) set the dividend payment date for July 5, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *The adoption of a resolution on profit distribution is required under the provision of Article 395 § 2 point 2) of the Commercial Companies Code.*

The proposal to distribute profit in part by allocating to dividend payment to shareholders and in part by allocating to reserve capital results from the results from the resolution no. 1 of the Management Board of the Company dated May 15, 2024 on the adoption of the proposal on distribution of the profit generated in the year ended on December 31, 2023, and takes into account the Company's policies regarding payment of dividends.

The Management Board's proposal regarding the manner of distribution of profit generated in the year ended on December 31, 2023 was positively assessed by the Company's Supervisory Board by resolution no. 2 dated May 15, 2024. In the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt a resolution on the manner of distribution of net profit generated in the year ended on December 31, 2023 in accordance with the proposal of the Management Board.

**Resolution No. 7/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

***on expressing an opinion concerning the report on remuneration of the members of the
Management and the Supervisory Board of Grupa Pracuj S.A. for the year 2023***

§ 1.

Pursuant to Article 395 § 2¹ of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), having previously considered the report, hereby issues a positive opinion on the report of the Supervisory Board of the Company on the remuneration of the members of the Management Board and the Supervisory Board for 2023.-----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Consideration and adoption of this resolution results from the provision of Article 90g(6) of the Act of 29 July 2005 on Public Offering and Conditions for the Introduction of Financial Instruments to Organised Trading System and Public Companies in connection with the provision of Article 395 § 2¹ of the Commercial Companies Code. The resolution of the General Meeting is advisory in nature.

The report on the remuneration of the members of the Company's Management and Supervisory Board for 2023 was approved by the Company's Supervisory Board by resolution no. 9 dated April 3, 2024.

Independent certified auditor issued the report on the performance of a reasonable assurance engagement to assess a remuneration report, in which stated that the Report on remuneration of the members of the Management and the Supervisory Board of Grupa Pracuj S.A. for the year 2023 contains in all material respects, all the elements listed in Art. 90g.1–5 and Art. 90g.8 of the Public Offering Act.

**Resolution No. 8/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

***on approving the report of the Supervisory Board of Grupa Pracuj S.A. on the operations in the
year ended on December 31, 2023***

§ 1.

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), having previously considered the report, approves the report of the Supervisory Board of the Company on the operations in the year ended on December 31, 2023, including the assessment of: (i) the report of the Management Board on the operations of the Company and the Company's Capital Group for the year ended on December 31, 2023, (ii) the standalone financial statement of the Company for the year ended on December 31, 2023 and (iii) the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Pursuant to Article 382 § 3 point 3) of the Commercial Companies Code and rule 2.11 of the Code of Best Practice for WSE Listed Companies 2021, once a year, the Supervisory Board prepares and submits to the Ordinary General Meeting for approval an annual report that includes, among other things, the information specified in the aforementioned regulations.

According to Article 395 § 5 of the Commercial Companies Code the subject matter of the Ordinary General Meeting may be other matters than those listed in § 2 of the aforementioned Article.

The Supervisory Board of the Company adopted the Supervisory Board's report on the operations in the year ended on December 31, 2023 by resolution no. 5 of April 3, 2024.

**Resolution No. 9/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

**on granting the vote of acceptance to Przemysław Gacek for the discharge of duties in the year
ended on December 31, 2023**

§ 1.

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Przemysław Gacek** (PESEL 74031200052) for the discharge of duties of the President of the Management Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.

The Management Board's motion regarding granting the vote of acceptance to Przemysław Gacek for the discharge of duties in year 2023 was positively assessed by the Supervisory Board by means of the resolution no. 6 dated April 3, 2024. At the same time in the abovementioned resolution the Supervisory Board recommended that the General Meeting adopts a resolution regarding granting the vote of acceptance to Przemysław Gacek for the discharge of duties in year 2023.

**Resolution No. 10/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

**on granting the vote of acceptance to Gracjan Fiedorowicz for the discharge of duties in the
year ended on December 31, 2023**

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Gracjan Fiedorowicz** (PESEL 76122800677) for the discharge of duties of the Member of the Management Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Management Board's motion regarding granting the vote of acceptance to Gracjan Fiedorowicz for the discharge of duties in year 2023 was positively assessed by the Supervisory Board by means of the resolution no. 8 dated April 3, 2024. At the same time in the abovementioned resolution the Supervisory Board recommended that the General Meeting adopts a resolution regarding granting the vote of acceptance to Gracjan Fiedorowicz for the discharge of duties in year 2023.

**Resolution No. 11/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

on granting the vote of acceptance to Rafał Bogusław Nachyna for the discharge of duties in the year ended on December 31, 2023

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), resolves to grant a vote of acceptance to **Rafał Bogusław Nachyna** (PESEL 77032107175) for the discharge of duties of the Member of the Management Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Management Board's motion regarding granting the vote of acceptance to Rafał Nachyna for the discharge of duties in year 2023 was positively assessed by the Supervisory Board by means of the resolution no. 7 dated April 3, 2024. At the same time in the abovementioned resolution the Supervisory Board recommended that the General Meeting adopts a resolution regarding granting the vote of acceptance to Rafał Nachyna for the discharge of duties in year 2023.

Resolution No. 12/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

on granting the vote of acceptance to Maciej Artur Noga for the discharge of duties in the year ended on December 31, 2023

§ 1.

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Maciej Artur Noga** (PESEL 76072311715) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 13/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

on granting the vote of acceptance to John Doran for the discharge of duties in the year ended on December 31, 2023

§ 1.

Acting pursuant to article 395 § 2 point 3) in connection with article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), hereby decides to grant a vote of acceptance to **John Doran** for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 14/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

***on granting the vote of acceptance to Wojciech Robert Stankiewicz for the discharge of duties
in the year ended on December 31, 2023***

§ 1.

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Wojciech Robert Stankiewicz** (PESEL 70070200356) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 15/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

***on granting the vote of acceptance to Przemysław Tomasz Budkowski for the discharge of
duties in the year ended on December 31, 2023***

§ 1.

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Przemysław Tomasz Budkowski** (PESEL 81051304558) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 16/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

on granting the vote of acceptance to Agnieszka Katarzyna Słomka-Gołębiowska for the discharge of duties in the year ended on December 31, 2023

§ 1.

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Cod, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Agnieszka Katarzyna Słomka-Gołębiowska** (PESEL 76082402520) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 17/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

on granting the vote of acceptance to Mirosław Bogusław Stachowicz for the discharge of duties in the year ended on December 31, 2023

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), resolves to grant a vote of acceptance to **Mirosław Bogusław Stachowicz** (PESEL 62021102978) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 18/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

on granting the vote of acceptance to Martina van Hettinga for the discharge of duties in the year ended on December 31, 2023

§ 1.

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Martina van Hettinga** for the discharge of duties of the Member of the Supervisory Board of the Company in the period from February 1, 2023 until December 31, 2023. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 19/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

on changing remuneration of members of the Supervisory Board of the Company

Acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 13 (1) letter k) of Company's Articles of Association, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) hereby resolves as follows:-----

§ 1.

1. To determine the basic remuneration for the members of the Company's Supervisory Board in the following amount:-----
 - 1) Chairman of the Supervisory Board - basic remuneration in the amount of PLN 12,000 gross for each month of performing the function; -----
 - 2) Member of the Supervisory Board - basic remuneration in the amount of PLN 8,000 gross for each month of performing the function; -----(the „**Basic Remuneration**”).-----
2. In addition to the Basic Remuneration, Members of the Supervisory Board are entitled to the following additional remuneration:-----
 - 1) additional remuneration for the Chairman of the Audit Committee of the Supervisory Board of the Company - PLN 5,000 gross for each month of performing the function; -----
 - 2) additional remuneration for a Member of the Supervisory Board, for serving on a committee of the Supervisory Board – 1,000 PLN gross for each month of performing function in a committee of the Supervisory Board, paid separately for each committee functioning within the Supervisory Board (excluding the function of the Chairman of the Audit Committee of the

Supervisory Board, whose additional remuneration was determined in § 1 sec. 2 item 1) of this resolution, -----

(the „**Additional Remuneration**”).-----

3. The Basic Remuneration is summed up with Additional Remuneration (if any) and is payable regardless of the number of meetings of the Supervisory Board and committees of the Supervisory Board in a given month.-----
4. Members of the Supervisory Board appointed by TCV Luxco Perogie S.à r.l., established and operating in accordance with the laws of the Grand Duchy of Luxembourg registered at Luxembourg Trade and Companies Register (RCS Luxembourg) under number B215552, will not be entitled to any Basic Remuneration or Additional Remuneration granted pursuant to this resolution no. 19/2024 of the Ordinary General Meeting. -----

§ 2.

1. The remuneration in the amount indicated in § 1 of this resolution will be paid in arrears by the last day of the month to which the remuneration relates, starting from July 2024.-----
2. If the appointment or dismissal of a member of the Supervisory Board occurred during a calendar month, the remuneration indicated in § 1 of this resolution is calculated pro rata to the number of days of performing the function in a given month.-----
3. Remuneration of the Member of the Supervisory Board (including the Chairman of the Supervisory Board) charges the costs of Company's operations. The Company also incurs other costs related to the performance of duties of members of the Supervisory Board (including the Chairman of the Supervisory Board), in particular, travel and accommodation costs. -----

§ 3.

As of July 1, 2024 this resolution supersedes the resolution no. 10 of the Extraordinary General Meeting dated August 11, 2021 on determining the rules of remuneration of members of the Supervisory Board.

§ 4.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Remuneration of members of the Company's Supervisory Board is determined by the General Meeting by means of a resolution. The existing rules of remuneration of Supervisory Board members were adopted by the resolution no. 10 of the Extraordinary General Meeting of the Company dated August 11, 2021 and have not been changed since then. In recent years Company's Capital Group developed dynamically, and also the amendment to the provisions of the Commercial Companies Code took place, which increased the role (including powers and responsibilities) of supervisory boards in joint- stock companies.*

The update of the basic remuneration for the members of the Supervisory Board is a response to the increased scope of competencies and responsibilities associated with the performed function, and aims to align the remuneration level with market standards. Determination of remuneration rates adequate to the duties performed is necessary to ensure stable and effective supervision over the Company.

Resolution No. 20/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024

on amending of the Company's Articles of Association

§ 1.

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 (1) letter a) of the current Articles of Association of the Company, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby resolves to amend the Articles of Association of the Company as follows:-----

a) § 20 sec. 4 letter j) is amended to read as follows:-----

„j) granting consent to the establishment of enterprises, branches, representative offices and other establishments abroad;” -----

b) § 20 sec. 4 letter l)-o) is amended to read as follows:-----

„l) granting consent for incurring liabilities by the Company with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys), whereby for continuous obligations (i.e. obligations with continuous or periodic performance), the value of the obligation is considered to be the sum of the monetary performance that make up the main performance (excluding incidental performances) in the first 12 months of the contract, and in the case of contracts concluded for less than 12 months, for the entire term of the contract; -----

m) granting consent for the acquisition or disposal of a right or a share in ownership right or the right of perpetual usufruct of a property with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys); -----

n) granting consent for the disposal of assets with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys); -----

o) the establishment of Encumbrances over the Company's material assets with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys) or issuing of guarantees, sureties or bills of exchange to secure the liabilities of entities which are not Capital Group members;-----

c) § 20 sec. 4 letter v) is amended to read as follows:-----

„v) preparing and amending a procedure of periodic evaluation of the Company's transactions with its related parties in the scope specified by the relevant provisions of law, in particular Article 90j of the Act on Public Offering;”-----

d) § 22 sec. 1 is amended to read as follows:-----

„1. The Management Board manages the Company's affairs and represents the Company. Each member of the Management Board may conduct, without a prior resolution of the Management Board, matters which do not exceed the scope of ordinary activities of the Company. If, prior to the handling of a matter referred to in the preceding sentence, even one of the other members of the

Management Board objects to the handling of a specific matter or if the matter exceeds the scope of ordinary activities of the Company, a prior resolution of the Management Board is required. Matters exceeding the scope of ordinary activities of the Company are considered to be, in particular: -----

- a) *incurring liabilities with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys), whereby for continuous obligations (i.e. obligations with continuous or periodic performance), the value of the obligation is considered to be the sum of the monetary performance that make up the main performance (excluding incidental performances) in the first 12 months of the contract, and in the case of contracts concluded for less than 12 months, for the entire term of the contract, excluding contracts concluded within the ordinary course of business of the Company; -----*
- b) *acquiring, taking up, disposing of or establishing Encumbrances over shares in other companies or making other equity investments, with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys) (within one or series of related transactions with the same entity in the given calendar year); -----*
- c) *acquiring, disposing of or establishing Encumbrances over Company's material assets with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys); -----*
- d) *incorporating subsidiary companies or branches of the Company, execution of articles of association of partnerships; -----*
- e) *redeeming liabilities owed to the Company by third parties with a value exceeding the equivalent of 2,000,000.00 PLN (two million zlotys), whereby for continuous obligations (i.e. obligations with continuous or periodic performance), the value of the obligation is considered to be the sum of the monetary performance that make up the main performance and incidental performances in the first 12 months of the contract, and in the case of contracts concluded for less than 12 months, for the entire term of the contract, excluding liabilities owed by entities from the Capital Group; -----*
- f) *conclusion of a settlement or withdrawal of an action combined with a waiver of a claim or acknowledgment of a claim in any court or out-of-court proceedings, if the value of the subject matter of the dispute exceeds the equivalent of PLN 2,000,000.00 (two million zlotys); -----*
- g) *taking out credit facilities or loans, concluding agreements on granting bank guarantees, granting loans, guarantees or sureties, including bill of exchange guarantees, with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys), excluding taking out and granting intra-group loans; -----*
- h) *conclusion of agreements, contracts and investment arrangements containing exclusivity clauses granted by the Company to third parties; -----*
- i) *making donations by the Company with a value exceeding the equivalent of PLN 2,000,000.00 (two million zlotys); -----*
- j) *adoption and amendment of bylaws and internal policies; -----*
- k) *acceptance of the Management Board's report on the Company's and Capital Group's activities and separate and consolidated financial statements; -----*
- l) *adoption of a motion on profit distribution or loss coverage; -----*
- m) *decisions on incentive schemes; -----*
- n) *decisions on group layoffs; -----*
- o) *appointment of the Company's commercial proxy; -----*
- p) *adoption, amendment or repealing of the Bylaws of the Management Board; -----*

- q) *division of competencies among individual members of the Management Board;* -----
- r) *adoption of annual budgets and strategic plans;* -----
- s) *adoption or amendment of accounting principles (policies);* -----
- t) *convening the General Meeting;*-----
- u) *decisions on identification of inside information, as well its delay;* -----
- v) *matters for which a resolution of the Management Board is required by the provisions of law or the Articles of Association..*-----

A resolution of the Management Board shall not be required for the performance of an action that is an integral part of another action that the Management Board has already agreed to perform, unless otherwise stated in Management Board’s resolution.” -----

e) § 28 item 3 is amended to read as follows: -----

*„3. **Competitive Business** means the Business conducted (i) directly or indirectly, (ii) through direct or indirect financial or capital interests, (iii) as a shareholder, stockholder, partner, owner, employee, contractor, service provider, advisor or member of corporate bodies, in the territory of Poland, Germany or Ukraine.”*-----

§ 2.

The resolution comes into force upon its adoption, with effect from the date of registration of the amendments to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register. -----

Justification of the draft resolution: *The amendments to the Articles of Association with regard to matters within the competence of the Supervisory Board are aimed at clarifying the provisions and removing doubts of interpretation. In turn, shaping the conduct of the Company's affairs in the manner proposed in the draft resolution is aimed at ensuring the most efficient operation of the Company's Management Board, adapted to the practice of the functioning of companies and corresponding to the realities of a dynamically developing organization. In connection with the modification of the existing rules, it is advisable to make a distinction between matters of ordinary management and matters exceeding the ordinary management, for which the cooperation of all members of the Management Board is necessary. Other changes are of clarifying nature.*

**Resolution No. 21/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024
on adopting of the unified text of Company’s Articles of Association**

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), hereby resolves to adopt the unified text of the Company's Articles of Association incorporating the amendments made pursuant to the resolution No. 20/2024 of the Ordinary General Meeting of Company dated June 18, 2024, reading as follows:-----

[the unified text of Company’s Articles of Association is attached to the announcement of the General Meeting]

§ 2.

The resolution comes into force upon its adoption, with effect from the date of registration of the amendments to the Company's Articles of Association made on the basis of the resolution No. 20/2024 of the Ordinary General Meeting of the Company dated June 18, 2024 in the Register of Entrepreneurs of the National Court Register. -----

Justification of the draft resolution: *In view of the changes being made under resolution No. 20/2024 Ordinary General Meeting Company, in the opinion of the Management Board, it is reasonable for the Ordinary General Meeting to adopt resolution on the adopting of the unified text of Company's Articles of Association. The unified text of Company's Articles of Association incorporates only the changes made by resolution No. 20/2024 of the Ordinary General Meeting of the Company.*

**Resolution No. 22/2024
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 18, 2024**

***regarding dissolving the special fund created for the repurchase of own shares and
transferring the funds accumulated therein to Company's reserve capital***

§ 1.

Acting pursuant to § 7 (3) of the Articles of Association, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby resolves to dissolve the special fund created for the repurchase of own shares and transfer the funds accumulated therein in the amount of PLN 1,079,746.73 to Company's reserve capital. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *The special fund for the repurchase of own shares (when the Company operated as a limited liability company - a special fund established for the redemption of own shares) was established in connection with the transactions for the purchase of own shares for redemption which the Company historically executed. As the Company does not currently carry out any program for the repurchase of own shares, it is reasonable to dissolve this fund and transfer the funds accumulated therein to the reserve capital, which will enable the Company to possibly use them for other purposes.*