

Report on remuneration of members of the Management Board and the Supervisory Board of Grupa Pracuj S.A. for 2023

1. Introduction

In accordance with Article 90g.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (Dz. U. of 2022, item 2554, as amended; the 'Act'), the Supervisory Board of Grupa Pracuj S.A. of Warsaw (the 'Company') has prepared an annual remuneration report (the 'Report') detailing the remuneration and other benefits due to and received by members of the Management Board and the Supervisory Board between 1 January 2023 and 31 December 2023 pursuant to the Remuneration Policy for members of the Management Board and the Supervisory Board of Grupa Pracuj S.A. as approved by Resolution No. 4 of the Extraordinary General Meeting of Grupa Pracuj Spółka Akcyjna held on 22 October 2021 (the 'Remuneration Policy').

The Company's Remuneration Policy can be accessed on its corporate website at <https://grupapracuj.pl/wp-content/uploads/2022/04/Polityka-wynagrodze%C5%84-cz%C5%82onk%C3%B3w-Zarz%C4%85du-i-Rady-Nadzorczej-Grupa-Pracuj-S.A..pdf>

All monetary figures disclosed in this Report represent gross amounts in Polish Zlotys (PLN), unless stated otherwise.

2. Definitions

General Meeting – the General Meeting of Grupa Pracuj S.A.;

Supervisory Board – the Supervisory Board of Grupa Pracuj S.A.;

Management Board – the Management Board of Grupa Pracuj S.A.;

Fixed Remuneration – the component of a Management Board member’s compensation that is fixed and includes the base salary;

Variable Remuneration – the component of a Management Board member’s compensation that is not fixed and may fluctuate in terms of both the possibility of being awarded and the actual amount received;

Legal Basis of Employment – any agreement or arrangement establishing a legal relationship between the Company and a Management Board member. This includes, but is not limited to, employment contracts, management contracts, mandates, appointment resolutions, or any similar legal constructs.

3. Composition of the Management Board and the Supervisory Board during the reporting period

Composition of the Management Board in 2023

Przemysław Gacek, President of the Management Board
Gracjan Fiedorowicz, Member of the Management Board
Rafał Nachyna, Member of the Management Board.

Composition of the Supervisory Board in 2023

Maciej Noga, Chairman of the Supervisory Board
John Doran, Member of the Supervisory Board
Wojciech Stankiewicz, Member of the Supervisory Board
Przemysław Budkowski, Member of the Supervisory Board
Agnieszka Słomka-Gołębiowska, Member of the Supervisory Board
Miroslaw Stachowicz, Member of the Supervisory Board
Martina van Hetting, Member of the Supervisory Board from 1 February 2023.

4. Total remuneration for members of the Management Board and the Supervisory Board, detailed by components, along with an analysis of each component's proportion to the overall remuneration

4.1. Management Board

Members of the Management Board may be remunerated in accordance with the Legal Basis of Employment. The Supervisory Board establishes the Legal Basis for Employment and the criteria for both fixed and variable components of the remuneration for each member of the Management Board, on an individual basis and in alignment with the Remuneration Policy. This determination may occur via the Legal Basis for Employment or through a distinct resolution, with due regard for the responsibilities assigned to each Management Board member. Irrespective of the nature of the employment relationship between the Company and a member of the Management Board, the latter may receive a cash-based remuneration, comprising both fixed and variable portions. Upon appointing a Management Board member, the Supervisory Board determines the primary components of their remuneration, such as the amounts of Fixed Remuneration and Variable Remuneration, as well as the conditions for aligning Variable Remuneration with financial or non-financial performance indicators.

Fixed Remuneration

The Supervisory Board sets the specific amount of Fixed Remuneration for each Management Board member, either within the Legal Basis of Employment or by a distinct resolution.

Variable Remuneration

Management Board members may be awarded Variable Remuneration, contingent on fulfilling designated financial or non-financial performance criteria, in addition to their Fixed Remuneration. For 2023, Variable Remuneration was linked to the EBITDA levels achieved by Grupa Pracuj.

Variable Remuneration may include, but is not limited to, the right to:

- a) take up subscription warrants that include the right to acquire Company shares, or acquire Company shares under a multi-year incentive scheme authorised by a separate resolution of the General Meeting, or
- b) participate in a performance-based incentive scheme that provides for the payment of cash remuneration directly linked to the financial performance of the Company, its Group, or the specific segment for which the Management Board member is responsible.

Moreover, Variable Remuneration may also be awarded in the form of a bonus for completing a specific task, achieving certain financial targets, or meeting a management objective.

In certain exceptional cases, a Board member may be granted an additional one-time cash award as part of their Variable Remuneration, based on their outstanding performance or contribution to the Company.

In setting the criterion for Variable Remuneration, the Supervisory Board determines comprehensive and differentiated criteria with respect to financial and non-financial performance, placing particular emphasis on the achievement of established goals.

The financial performance target set by the Supervisory Board for the Management Board members for the year 2023, defining the achievement of Grupa Pracuj S.A. Capital Group's adjusted consolidated operating profit, has been met. Consequently, specified bonuses will be paid out to the Management Board members in 2024, following the adoption of the appropriate resolution by the Supervisory Board.

In the resolution that sets the terms for granting Variable Remuneration, the Supervisory Board specifies financial and non-financial criteria in line with the Remuneration Policy.

Additional Benefits

Management Board members may be eligible for Additional Benefits in both cash and non-cash forms, which include:

- a) the entitlement to use a company car;
- b) the entitlement to fitness membership cards, medical care, and access to a cafeteria system;
- c) the entitlement to additional insurance coverage, which may also extend to their family members;
- d) the entitlement to participate in the Company's pension plans on general terms;
- e) the entitlement to receive benefits from the Company's social benefits fund;
- f) the entitlement to receive remote work allowance for remote work.

Remuneration of members of the Management Board due for 2023 (PLN)

Surname and first name Position held	Fixed Remuneration	Variable Remuneration		Additional Benefits	Total remuneration	Proportion of Fixed Remuneration and Variable Remuneration ¹
		Bonuses	Share-based payments			
Gacek Przemysław, <i>President of the Management Board</i>	533,446.20	267,750.00	-	766.38	801,962.58	67% / 33%
Fiedorowicz Gracjan, <i>Member of the Management Board</i>	629,634.32	259,249.89	1,054,286.32	4,360.63	1,947,531.16	32% / 68%
Nachyna Rafał, <i>Member of the Management Board</i>	724,101.32	298,267.20	1,223,361.67	1,803.62	2,247,533.81	32% / 68%

¹ Determined as the ratio of Fixed Remuneration to Variable Remuneration, and does not include Additional Benefits.

The 2023 remuneration for individual Management Board members includes social security contributions financed by the Company in its capacity as the employer.

In 2023, Management Board members did not receive remuneration from entities within the same group as the Company, as defined by the Accounting Act of 29 September 1994 (Dz. U. of 2023, item 120, as amended).

In 2023, members of the Management Board were paid the gross variable remuneration due for 2022 in the form of a bonus in the following amount:

Przemysław Gacek – PLN 293,250.00
Gracjan Fiedorowicz – PLN 256,680.00
Rafał Nachyna – PLN 296,976.00.

4.2. Supervisory Board

Supervisory Board members are appointed to their roles and are compensated for their services. Remuneration for serving as a member of the Supervisory Board is not contingent upon the Company's financial performance.

Besides cash remuneration, Supervisory Board members may be awarded non-monetary benefits or financial instruments dependent on the Company's performance.

The remuneration for Supervisory Board members is determined by a resolution of the General Meeting. Supervisory Board members may be compensated through a monthly salary or a sitting fee.

Members of the Supervisory Board who also serve on the Audit Committee may receive additional remuneration in the form of a fixed monthly lump sum, as determined by a resolution of the General Meeting.

Remuneration of members of the Supervisory Board due for 2023 (PLN)

Surname and first name Position held	Fixed Remuneration	Variable Remuneration	Additional Benefits	Total remuneration	Proportion of Fixed Remuneration and Variable Remuneration ¹
Noga Maciej <i>Chairman of the Supervisory Board</i>	156,697.20	-	-	156,697.20	100% / 0%
Stankiewicz Wojciech <i>Member of the Supervisory Board; Member of the Audit Committee</i>	99,716.40	-	-	99,716.40	100% / 0%
Doran John <i>Member of the Supervisory Board</i>	-	-	-	-	-
Budkowski Przemysław <i>Member of the Supervisory Board; Member of the Audit Committee</i>	90,364.82	-	-	90,364.82	100% / 0%
Słomka-Gołębiowska Agnieszka <i>Member of the Supervisory Board; Chairwoman of the Audit Committee</i>	140,398.77	-	-	140,398.77	100% / 0%
Stachowicz Mirosław <i>Member of the Supervisory Board</i>	72,000.00	-	-	72,000.00	100% / 0%
van Hetting Martina <i>Member of the Supervisory Board</i>	78,372.60	-	-	78,372.60	100% / 0%

¹ Determined as the ratio of Fixed Remuneration to Variable Remuneration, and does not include Additional Benefits.

In 2023, the members of the Supervisory Board did not receive Variable Remuneration or Additional Benefits.

The remuneration of individual members of the Supervisory Board in 2023 includes social security contributions funded by the Company as the employer.

In 2023, the members of the Supervisory Board did not receive any remuneration from entities that are part of the same group as the Company, as defined in the Accounting Act of 29 September 1994 (Dz.U. of 2023, item 120, as amended).

5. Compliance of the directors' compensation with the Remuneration Policy and its contribution to long-term performance objectives of the Company

This Report presents a summary of salaries and all other benefits received by members of the Management Board and the Supervisory Board, due or paid to them in 2023.

Since its adoption, the Company has complied with the Remuneration Policy, disbursing executive remuneration to Management Board and Supervisory Board members in line with the policy's terms. The remuneration was all-encompassing, limited to the components outlined in the Remuneration Policy, distributed according to the policy's guidelines, in the exact amount, paid pursuant to the Legal Basis of Employment, and based on pre-established criteria. The Remuneration Policy incorporates criteria that aim to balance the incentives for individual members of the Management Board with the accomplishment of objectives and strategies, with a specific focus on the Company's interests.

Variable remuneration components based on predetermined criteria, including participation in long-term incentive schemes and performance measured over annual periods, aim to motivate management and align their interests with those of the Company over the long term. This approach ensures stability in leadership, as it attracts and retains executives with the necessary experience and expertise to drive the Company's continued growth and success. Additionally, transparent remuneration principles enhance the Company's reputation among shareholders and potential investors, while also contributing to the growth in the value of the Company shares, and having a favourable impact on the Company's reputation.

6. Application of the performance criteria

The Remuneration Policy mandates that members of the Management Board are paid Fixed Remuneration for their position and work based on the scope of their responsibilities, and the remuneration is not linked to any criteria related to their performance or assessment.

Performance criteria are determined for variable components of compensation for members of the Management Board. Such criteria were also used before the Remuneration Policy came into effect and were based on the achievement of a certain consolidated financial result by the Grupa Pracuj Group.

The criteria and rules for payment of Variable Remuneration are determined each time by resolution of the Supervisory Board. The Supervisory Board sets the performance target for the upcoming financial year when a member of the Management Board becomes eligible for Variable Remuneration.

When determining the conditions for granting Variable Remuneration, the Supervisory Board sets clear, comprehensive, and differentiated financial and non-financial criteria that include social interests, the Company's contribution to environmental protection, and measures aimed at preventing and eliminating the negative social effects of the Company's activities.

The maximum ratio of Variable Remuneration awarded in a given financial year to Fixed Remuneration due for the same financial year should not exceed 5:1. The proportion of Variable Remuneration may be increased if Management Board members are granted or exercise entitlements to acquire subscription warrants that allow them to acquire Company shares, or if they are granted entitlements to acquire Company shares under a multi-year incentive scheme introduced by a separate resolution of the General Meeting. Additionally, the proportion may be increased if they are entitled to participate in an incentive scheme that allows for the payment of cash remuneration directly linked to the financial results of the Company, the Group, or the segment for which the Management Board member is responsible. In such a case, the proportion of Fixed Remuneration and Variable Remuneration for a financial year will be adjusted to reflect the Company's or Grupa Pracuj Group's financial results, the attainment of market, performance, or loyalty objectives, as well as the increase in the value of the Company shares as instruments listed on the WSE, during the period.

7. Changes (on an annual basis) in remuneration, the Company's results and average remuneration of the Company employees who are not members of the Management Board or the Supervisory Board

Pursuant to Article 90g.3 of the Act, information related to the year 2019 has been omitted in this section, as the Supervisory Board was not obligated to prepare a remuneration report for that year.

7.1. Comparison of annual remuneration paid to members of the Management Board, net of share-based payments

	2020 (PLN)	2021 (PLN)	2022 (PLN)	2023 (PLN)
Gacek Przemysław	393,482	572,165.00	827,261.18	801,962.58
<i>Percentage change over previous year</i>		45.41%	44.58%	(3.06%)
Fiedorowicz Gracjan	515,087	711,837.33	853,673.49	893,244.84
<i>Percentage change over previous year</i>		38.20%	19.93%	4.64%
Nachyna Rafał	589,485	836,822.72	984,342.81	1,024,172.14
<i>Percentage change over previous year</i>		41.96%	17.63%	4.05%

7.2. Comparison of the Company's results

	2020 (PLN thousand)	2021 (PLN thousand)	2022 (PLN thousand)	2023 (PLN thousand)
Revenue from contracts with customers	240,604	398,361	477,251	469,706
<i>Percentage change over previous year</i>		65.57%	19.80%	(1.58%)
Net profit	100,245	266,261	164,766	172,870
<i>Percentage change over previous year</i>		165.61%	(38.12%)	4.92%

7.3. Comparison of the Grupa Pracuj Group's performance

	2020 (PLN thousand)	2021 (PLN thousand)	2022 (PLN thousand)	2023 (PLN thousand)
Revenue from contracts with customers	299,308	475,113	608,549	724,398
<i>Percentage change over previous year</i>		58.74%	28.09%	19.04%
Net profit	106,928	255,683	164,553	187,726
<i>Percentage change over previous year</i>		139.12%	(35.64%)	14.1%

7.4. Comparison of the average remuneration paid to Company Employees who are not members of the Management Board or the Supervisory Board.

	2020 (PLN thousand)	2021 (PLN thousand)	2022 (PLN thousand)	2023 (PLN thousand)
Average monthly salary of Company employees who are not members of the Management Board or the Supervisory Board	9,334	11,534	12,214	12,992
<i>Percentage change over previous year</i>		23.57%	5.90%	6.37%

8. Number of financial instruments awarded or offered and the main conditions for the exercise of rights from these instruments, including the price and date of exercise, and changes thereof

Two members of the Management Board, namely Gracjan Fiedorowicz and Rafał Nachyna, are participants in long-term incentive scheme No. 1 (the 'Incentive Scheme'). The scheme was established in accordance with Resolution No. 3/2021 of the Extraordinary General Meeting of Grupa Pracuj S.A. held on 29 October 2021. The Incentive Scheme is based on shares issued under the authorization granted to the Management Board to increase the share capital within the authorized share capital ('Bonus Shares').

The Incentive Scheme will be implemented in 2022-2024. A participant's entitlement to receive Bonus Shares will become conditionally vested at the close of each calendar year throughout the duration of the Incentive Scheme, contingent upon meeting the conditions specified by the Management Board:

- delivery of a specific financial result in a given performance period (proportion 80%),
- delivery of a specific business objective in a given performance period (20%).

Each participant will pay the issue price per Bonus Share determined as:

- a PLN-equivalent of 33% of the final price per share in the retail tranche of the initial public offering, rounded down to the nearest grosz (PLN 1/100), or
- the par value per share, that is PLN 5.00.

Members of the Management Board who are participants in the Incentive Scheme were entitled to receive the following number of Bonus Shares for 2023:

Gracjan Fiedorowicz – 25,969,

Rafał Nachyna – 30,046.

9. Option to reclaim variable remuneration components

The Remuneration Policy provides that, in instances where Variable Remuneration is awarded to Management Board members, the guidelines for its allocation may incorporate clauses enabling the Company to seek reimbursement of said Variable Remuneration. In 2022, the Company did not demand reimbursement of Variable Remuneration.

10. Exceptions to the Remuneration Policy and non-compliance therewith

The Remuneration Policy came into effect on 22 October 2021. In 2023, there were no deviations from the procedure for implementing and applying the provisions of the Remuneration Policy.

11. Resolution of the General Meeting on receipt of the previous remuneration report

The advisory resolution concerning the remuneration report for the Management Board and Supervisory Board members for the year 2022, specifically Resolution No. 7/2023 of the Annual General Meeting of the Company, dated 15 June 2023, addressed the evaluation of the remuneration report for Grupa Pracuj S.A. for 2022. The resolution offered a favourable assessment of the report and did not raise any further observations or recommendations. Therefore, no additional measures were deemed necessary for its implementation.

On the authority of the Supervisory Board of Grupa Pracuj S.A.

Maciej Noga