

**Resolution No. 1/2022  
of the Extraordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of November 30, 2022**

**on electing the Chairperson of the Extraordinary General Meeting**

**§ 1.**

The Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw elects Mr./Mrs. [•] as Chairperson of the Extraordinary 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 Chairperson of the General Meeting is required under the provisions of the Commercial Companies Code.*

**Resolution No. 2/2022  
of the Extraordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of November 30, 2022**

**on adopting the agenda**

**§ 1.**

The Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) hereby adopts the agenda of the Extraordinary General Meeting, published pursuant to Article 402(1) of the Commercial Companies Code, which includes:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chairperson of the Extraordinary General Meeting.
- 3) Preparing and checking the attendance list.
- 4) The ascertainment of the correctness of convening the Extraordinary General Meeting and its capability of adopting binding resolutions.
- 5) Adoption of the agenda of the Extraordinary General Meeting.
- 6) Adoption of resolution on amending Company’s Articles of Association.
- 7) Adoption of resolution on adoption of consolidated text of Company’s Articles of Association.
- 8) Adoption of resolution on amending the Rules of the General Meeting of Shareholders of the Company.
- 9) Adoption of resolution on appointment of member of the Supervisory Board.
- 10) Closing of the Extraordinary 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. 3/2022  
of the Extraordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of November 30, 2022  
on amending the Company's Articles of Association**

**§ 1.**

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, and § 13 (1) letter a) of the current Articles of Association of the Company, the Extraordinary 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) § 1 sec. 2 shall read as follows:

*„2. The Company conducts business under the business name of Grupa Pracuj spółka akcyjna.”*

b) in § 5 sec. 1 editorial changes are made, so it shall read as follows:

*„1. The Company's share capital amounts to PLN 341,325,130.00 (say: three hundred forty one million three hundred twenty five thousand one hundred thirty Polish zlotys) and is divided into 68,265,026 (sixty eight million two hundred and sixty five thousand and twenty six) shares with a nominal value of PLN 5.00 (five zlotys) each, of which:*

*a) 48,686,990 (forty eight million six hundred eighty six thousand nine hundred ninety) series A ordinary bearer shares;*

*b) 18,155,860 (eighteen million one hundred and fifty-five thousand eight hundred and sixty) series B ordinary bearer shares;*

*c) 1,261,400 (one million two hundred sixty-one thousand four hundred) series C ordinary bearer shares, and*

*d) 160,776 (one hundred sixty thousand seven hundred seventy six) D series ordinary bearer shares.”*

c) in § 5 a new sec. 2 is added reading as follows:

*„2. During the period when the Company is a public company within the meaning of the relevant provisions of law, in particular the Act on Public Offering, the conversion of bearer shares into registered shares is not permitted.”*

d) in § 5 existing secs. 2-4 are renumbered to 3-5;

e) in § 5<sup>1</sup> sec. 1 editorial changes are made, so it shall read as follows:

*„1. The Management Board of the Company shall be authorised to increase the share capital of the Company through the issue of new Series D ordinary bearer shares in a number not greater than 1,191,823 (in words: one million, one hundred and ninety-one thousand, eight hundred and twenty-three), with a nominal value of PLN 5.00 (five zlotys) each share and an aggregate nominal value not greater than PLN 5,959,115.00 (in words: five million, nine hundred and fifty-nine thousand, one hundred and fifteen) (authorised capital) (the "**New Issue Shares**").”*

f) § 7 sec. 3 shall read as follows:

- „3. The Company may establish and reverse, by resolution of the General Meeting of Shareholders, capital reserves and special purpose funds at the beginning or during a financial year.”
- g) in § 8 sec. 6 editorial changes are made, so it shall read as follows:  
„6. Pursuant to the Commercial Companies Code, the Management Board is authorized to pay an interim dividend to the shareholders on account of the anticipated dividend at the end of a financial year.”
- h) in § 10 a new sec. 3 is added reading as follows:  
„3. Each share entitles its holder to one vote at the General Meeting. The General Meeting is valid regardless of the number of shares represented at it, unless the Commercial Companies Code or the Articles of Association provide otherwise.”
- i) in § 10 existing secs. 3-8 are renumbered to 4-9;
- j) in § 10 sec. 7 (after being renumbered) editorial changes are made, so it shall read as follows:  
„7. The Supervisory Board may convene an annual General Meeting if the Management Board fails to convene it within the time period allowed by the Commercial Companies Code or the Articles of Association.”
- k) § 10 sec. 8 (after being renumbered) shall read as follows:  
„8. The Supervisory Board may convene an extraordinary General Meeting, should it decide that convening it is desirable. This right can also be exercised by a shareholder or shareholders representing at least 50% of the share capital or at least 50% of all votes in the Company.”
- l) § 10 sec. 9 (after being renumbered) shall read as follows:  
„9. A shareholder or shareholders representing at least one twentieth (1/20) of the Company's share capital may request the convening of an extraordinary General Meeting and the inclusion of particular matters on its agenda. Such a request should be submitted in writing or in electronic form to the Management Board. The General Meeting shall be convened within two weeks from the date of the request.”
- m) § 11 sec. 2 shall read as follows:  
„2. Resolutions of the General Meeting are adopted by a simple majority of votes, unless the Commercial Companies Code or other relevant provisions of the law require otherwise.”
- n) § 12 sec. 1 shall read as follows:  
„1. The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman or, in absence of these persons – by the President of the Management Board or a person appointed by the Management Board. The Chairman of the General Meeting is elected from among the persons entitled to participate in the General Meeting.”
- o) in § 12 sec. 2 editorial changes are made, so it shall read as follows:  
„2. The General Meeting may adopt the rules of the General Meeting.”
- p) § 13 shall read as follows:

**„§ 13**

1. In addition to the other matters identified in the Commercial Companies Code and the Articles of Association, a resolution of the General Meeting is required for each of the following matters:
- a) amending the Articles of Association;

- b) *increasing or decreasing the share capital of the Company;*
  - c) *redeeming or acquiring by the Company of shares in its share capital;*
  - d) *transformation, merger or division of the Company;*
  - e) *winding up or liquidation of the Company;*
  - f) *disposal or leasing or establishing any encumbrance on the Company's enterprise or an organized part thereof;*
  - g) *issuing convertible bonds, bonds with pre-emptive rights or subscription warrants;*
  - h) *determining the dividend day and dividend payment date;*
  - i) *reviewing the matters submitted by the Supervisory Board, Management Board or shareholders;*
  - j) *appointing and dismissing members of the Supervisory Board, with the exception of appointing and dismissing Supervisory Board members by way of exercising personal rights (uprawnienie osobiste) specified in § 14 Sections 2 and 3;*
  - k) *determining the rules of remuneration for members of the Supervisory Board;*
  - l) *determining the remuneration policy of the Management Board and the Supervisory Board (polityka wynagrodzeń) according to the Act on Public Offering;*
  - m) *adopting incentive plans based on shares or other securities or instruments convertible to shares, including incentive schemes for Management Board members."*
- q) § 14 sec. 1 shall read as follows:
- „1. The Supervisory Board shall consist of no fewer than five (5) and not more than eight (8) members appointed and dismissed by the General Meeting, subject to § 14 Sections 2-3, as the case may be. In the event of the election of Supervisory Board members by voting in groups, in accordance with the provisions of the Commercial Companies Code, the Supervisory Board to be elected in this manner shall consist of 6 (six) members."*
- r) § 14 sec. 2 shall read as follows:
- „2. Pursuant to Article 354 of the Commercial Companies Code, Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title) - depending on which of them holds as of the date of exercising the right the greater number of shares - has a personal right (uprawnienie osobiste) to appoint, dismiss and suspend:*
- a) *majority of Supervisory Board members (i.e. three (3) where of the Supervisory Board consists of five (5) members, four (4) where of the Supervisory Board consists of six (6) or seven (7) members and five (5) where of the Supervisory Board consists of eight (8) members) including the Chairman of the Supervisory Board, as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds at least 25% of Company's shares;*
  - b) *two (2) Supervisory Board members including the Chairman of the Supervisory Board, as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds at least 5% of Company's shares but less than 25% of the Company's shares;*
  - c) *one (1) Supervisory Board member, as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds less than 5% of Company's shares but at least 1% of the Company's shares.*

*The General Meeting cannot dismiss or suspend any Supervisory Board member appointed by Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title)."*

s) § 14 sec. 3 shall read as follows:

*„3. Pursuant to Article 354 of the Commercial Companies Code, the Investor (or its legal successors under universal title), has a personal right (uprawnienie osobiste) to appoint, dismiss and suspend one (1) Supervisory Board member, as long as the Investor (or its legal successors under universal title) holds in aggregate at least 5% of the Company's shares.*

*The General Meeting cannot dismiss or suspend any Supervisory Board member appointed by the Investor (or its legal successors under universal title)."*

t) the existing § 14 sec. 4 shall be repealed;

u) in § 14 existing secs. 5-7 are renumbered to 4-6;

v) § 14 sec. 4 (after being renumbered) shall read as follows:

*„4. Members of the Supervisory Board are appointed for a joint, three-year term of office. The term of office shall be calculated in full financial years. The mandate of a Supervisory Board member expires upon the holding of the General Meeting approving the financial statement of the Company for the last full financial year of holding the function."*

w) § 14 sec. 6 (after being renumbered) shall read as follows:

*„6. Supervisory Board members can be re-appointed for subsequent terms of office. Appointment may be made no earlier than one year before the expiration of the current term of a member of the Supervisory Board."*

x) § 15 shall read as follows:

**„§ 15**

*1. If the right vested in Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, referred to in § 14 Section 2 a) and b) has expired – the Chairman of the Supervisory Board shall be elected in a secret ballot by the General Meeting.*

*2. Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board or, in situation when the Chairman of the Supervisory Board cannot perform his/her duties a person authorized by him/her acts as Chairman's substitute or if such person is not appointed by the oldest member of the Supervisory Board.*

*3. The first meeting of the Supervisory Board of each term is convened by the Management Board within 30 (thirty) days of election of the Supervisory Board. The agenda of the first meeting shall include item regarding the constitution of the Supervisory Board. If the right vested in Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, referred to in § 14 Section 2 a) and b) has expired – it will also include the election of the Chairman of the Supervisory Board."*

y) § 16 sec. 1 shall read as follows:

*„1. The Chairman of the Supervisory Board or, in the circumstances specified in the Articles of Association, a person appointed by the Chairman of the Supervisory Board, convenes Supervisory Board meetings on its own initiative or upon request of the Management Board or a Supervisory Board member. The Chairman or a person appointed by the Chairman must convene the meeting within two (2) weeks of submission of the relevant motion with the agenda in line with the request. In case of ineffective expiration of such deadline, the person who submitted the motion will be authorized to convene the Supervisory Board meeting."*

- z) § 16 sec. 5 shall read as follows:
- „5. An invitation to a Supervisory Board meeting should specify its place, date, hour and agenda, as well as the way of use of electronic means of communication during the meeting. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the members of the Supervisory Board participating in the meeting objects to it.”*
- aa) in § 16 a new sec. 6 is added reading as follows:
- „6. Supervisory Board can be held without formal convening if all Supervisory Board members agree to hold the meeting in such way and do not object to the inclusion of individual items on the agenda.”*
- bb) in § 16 existing secs. 6-8 are renumbered to 7-9;
- cc) § 16 sec. 8 (after being renumbered) shall read as follows:
- „8. Supervisory Board resolutions are recorded in the form of minutes.”*
- dd) § 17 sec. 1 shall read as follows:
- „1. The Supervisory Board adopts its resolutions by a simple majority of votes, in the presence of at least one-half of the Supervisory Board members, unless mandatory provisions of law stipulate more strict requirements for adopting such resolutions.”*
- ee) § 17 sec. 3 shall read as follows:
- „3. For the resolutions adopted at the meeting of the Supervisory Board to be valid, it is required that all the members of the Supervisory Board are invited to the meeting.”*
- ff) existing § 17 sec. 6 shall be repealed;
- gg) in § 17 existing sec. 7 is renumbered to 6;
- hh) § 20 sec. 2 shall read as follows:
- „2. In order to fulfil its obligations, the Supervisory Board may examine any Company documents, request the Management Board and Company employees to prepare or provide information, documents, reports and submit explanations regarding the Company, subsidiaries and affiliates, audit all Company books and documents and check the Company's inventory. The Management Board may not limit the Supervisory Board members' access to the information, documents, reports or explanations referred to in the preceding sentence. The Company is required to provide the Supervisory Board with the books and documents it may request and with reports and explanations promptly following the receipt of request, but in no event later than within two weeks from the day on which relevant request was made to the body or obliged person, unless another time limit was provided in the request.”*
- ii) in § 20 a new sec. 3 is added reading as follows:
- „3. The Supervisory Board may adopt a resolution on the examination, at the Company's expense, of specific matter related to the Company's activity or assets, as well as preparation of certain analyses and opinions by Supervisory Board's advisor. The Supervisory Board's advisor shall not be an entity related to the Company or any member of the Supervisory Board. Before selecting the advisor, the Supervisory Board should obtain proposals from at least two entities. When selecting the advisor, the Supervisory Board shall take into account the amount of the proposed remuneration, the previous experience of the advisor, the availability of qualified specialists and the ability to execute the assignment within the timeframe specified by the Supervisory Board. The Supervisory Board may establish additional criteria for the selection of the advisor. The maximum total remuneration of all advisors to the Supervisory Board in a given financial year shall not exceed PLN 50,000.00 (fifty thousand zlotys) net.”*

jj) in § 20 existing sec. 3 is renumbered to 4;

kk) § 20 sec. 4 (after being renumbered) shall read as follows:

*„4. The powers of the Supervisory Board include in particular:*

- a) reviewing the Management Board's report on the Company's activities and the financial statements for each financial year in terms of their compliance with the Company's books and documents as well as the actual state of affairs;*
- b) evaluation of the Management Board's proposals concerning the distribution of profit or coverage of loss;*
- c) preparing an assessment of the Company's situation, taking into account an assessment of adequacy and effectiveness of the internal control system, the system of management of risks material for the Company, compliance system and internal audit system;*
- d) assessment of performance by the Management Board of information obligations towards the Supervisory Board;*
- e) assessment of the manner of preparation or provision to the Supervisory Board by the Management Board of information, documents, reports or explanations requested in accordance with § 20 Section 2;*
- f) submitting annual written reports on the review referred to in items a)-e) above to the General Meeting together with information on the total remuneration of Supervisory Board's advisors due from the Company in the given financial year;*
- g) approving the Management Board's by-laws,*
- h) appointing and dismissing or suspending members of the Management Board and liquidators, with the exception of appointing and recalling Management Board members exercising personal powers specified in § 22 Section 4;*
- i) delegating Supervisory Board members to independently perform certain supervisory activities or to perform on an interim basis the duties of Management Board members who were dismissed, resigned or are unable to perform their duties due to other reasons;*
- j) granting consent to the establishment of enterprises, branches, representative offices and other establishments abroad;*
- k) reviewing and assessing drafts of the General Meeting resolutions and giving opinions on Management Board's motions addressed to the General Meeting;*
- l) granting consent for incurring liabilities by the Company with a value exceeding the equivalent of 10% of the Capital Group's revenues for the last financial year as indicated in the latest available annual consolidated financial statements of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys);*
- 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 10% of the Capital Group's revenues for the last financial year as indicated in the latest available annual consolidated financial statements 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 10% of the Capital Group's revenues for the last financial year as indicated in the latest available annual consolidated financial statements 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 assets or issuing of guarantees, sureties or bills of exchange to secure the liabilities of entities which are not Capital Group members;*
  - p) determination of the amount of remuneration of Management Board members subject to provisions of the remuneration policy adopted by the General Meeting;*
  - q) the appointment or replacement of the Company's statutory auditor;*
  - r) granting consent to Management Board members to engage in Competitive Business;*
  - s) preparing and submitting to the ordinary General Meeting opinions, information, reports and other relevant documents that are to be prepared by the supervisory board of a company listed on a regulated market operated by the WSE, in particular on the terms and conditions set forth in the Best Practice for WSE Listed Companies;*
  - t) monitoring of the effectiveness of internal control, risk management, compliance and internal audit systems and performing an annual assessment of the functioning of these systems, in particular based on the rules laid down in the Best Practice for WSE Listed Companies;*
  - u) granting consent for entering by the Company into a significant transaction with its related parties (within the meaning of Article 90h(1) of the Act on Public Offering), if required by Article 90h onwards of the Act on Public Offering;*
  - v) preparing 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;*
  - w) preparing and adopting detailed rules of holding General Meetings with use of electronic means of communication;*
  - x) adopting a decision on temporary suspension of the application of the remuneration policy in respect of Management Board and Supervisory Board members pursuant to the rules laid down by the relevant provisions of the law, in particular the Act on Public Offering;*
  - y) preparing reports on the remuneration of Management Board and Supervisory Board members pursuant to the rules laid down by the relevant provisions of the law, in particular the Act on Public Offering;*
  - z) determining the consolidated text of the amended Articles of Association or introducing other editorial changes specified in the resolution of the General Meeting."*
- II) § 21 shall read as follows:

**„§ 21**

**1. Independent Supervisory Board members:**

- a) At least 2 (two) Supervisory Board members should be the Independent Supervisory Board Members.*
- b) An Independent Supervisory Board Member shall deliver to the remaining Supervisory Board members and the Management Board a statement that he/she meets the independence criteria specified in the applicable provisions of law.*
- c) If only one or none of the Supervisory Board members meets the independence criteria set out in the applicable provisions of law, but the Supervisory Board has the minimum number of Supervisory Board members required by these Articles of Association, the Supervisory Board is authorized to act and exercise its rights and obligations, in particular to pass resolutions. The loss of the status of an Independent Supervisory Board Member by a*

*member of the Supervisory Board shall not cause expiry of his/her mandate and shall not affect the ability of the Supervisory Board to exercise its powers as provided for in the Commercial Companies Code and the Articles of Association.*

2. *Supervisory Board committees:*

- a) *When required the Supervisory Board sets up permanent or ad hoc committees functioning within the Supervisory Board to perform certain supervisory activities (Supervisory Board's committees). The members of a given Supervisory Board committee shall be appointed from among the Supervisory Board members. The composition, powers, duties, responsibilities and manner of operation of a given committee acting within the Supervisory Board are set forth by the relevant provisions of law, the Articles of Association and the Supervisory Board's by-laws. To the extent not regulated by the provisions of law, the Articles of Association or the Supervisory Board's by-laws, the composition, powers, duties, responsibilities and manner of operation of a given committee acting within the Supervisory Board are set forth in rules of that committee functioning within the Supervisory Board.*
- b) *On the terms and for a period set forth by the provisions of the Act on Statutory Auditors or other applicable provisions of law, an Audit Committee operates within the Supervisory Board. The Chairman of the Audit Committee is appointed by the members of the Audit Committee."*

mm) in 22 sec. 3 editorial change is made, so it shall read as follows:

*„3. Management Board members, including the President of the Management Board, are appointed and dismissed by the Supervisory Board, subject to § 22 Section 4, provided that the first Management Board was appointed by a resolution of the Shareholders' Meeting on the transformation, adopted upon the transformation of Grupa Pracuj spółka z ograniczoną odpowiedzialnością into Grupa Pracuj spółka akcyjna."*

nn) § 22 sec. 4 shall read as follows:

*„4. Pursuant to Article 354 of the Commercial Companies Code, Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title) - depending on which of them holds as of the date of exercising the right the greater number of shares - has the personal right (uprawnienie osobiste) to appoint and dismiss the President of the Management Board as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds at least 25% of Company's shares."*

oo) § 22 sec. 5 shall read as follows:

*„5. Members of the Management Board are appointed and dismissed by a resolution of the Supervisory Board adopted by a simple majority of votes in the presence of at least half of its members, subject to § 22 Section 4. The General Meeting may dismiss the President of the Management Board of Directors appointed in exercise of the personal right specified in Section 4 only for valid reasons. Valid reasons include, in particular: (i) acting to the detriment of the Company, as established by a final judgment, (ii) permanent inability to properly conduct the Company's affairs, (iii) final conviction for a crime."*

pp) in 22 sec. 7 editorial change is made, so it shall read as follows:

*„7. The Management Board deliberates and passes resolutions at meetings, subject to § 22 Section 11."*

qq) § 22 sec. 9 shall read as follows:

*„9. Management Board meetings are held as-needed, but at least once in a calendar quarter. The person convening a meeting notifies the Management Board members of the convening, date, place and subject of the meeting by email, courier mail, telephone or by a notice delivered*

*directly to the Management Board members against receipt. Notice of a Management Board meeting is not required if all members of the Management Board are present at the meeting and consent to hold the meeting and to put certain matters on the agenda.”*

rr) § 22 sec. 13 shall read as follows:

*„13. Members of the Management Board are appointed for a joint, five-year term of office. The term of office shall be calculated in full financial years. The mandate of a Management Board member expires upon the holding of the General Meeting approving the financial statement of the Company for the last full financial year of holding the function.”*

ss) § 22 sec. 14 shall read as follows:

*„14. Management Board members can be re-appointed for subsequent terms of office. Appointment may be made no earlier than one year before the expiration of the current term of a member of the Management Board.”*

tt) a new § 23 is added reading as follows:

**„§ 23**

*1. The Management Board is obliged, without additional request, to provide the Supervisory Board with information on:*

- a) resolutions of the Management Board and their subject matter;*
- b) Company's current business and financial situation;*
- c) progress in implementing the Company's development strategy and any significant deviations from it;*
- d) transactions or events affecting the Company's situation;*
- e) changes in information previously provided to the Supervisory Board, if such changes materially affect the Company's situation.*

*2. Performance of obligations referred to in Section 1 letters b)-e) includes information held by the Management Board regarding subsidiaries that conduct operational activity that is significant to the Company.*

*3. Information referred to in Section 1 and 2 shall be provided:*

- a) in the cases specified in Section 1 letters a)-c) - at least once a quarter - at the meeting of the Supervisory Board held in a given quarter of the financial year;*
- b) in the cases specified in Section 1 letters d)-e) - immediately after the occurrence of certain events, no later than at the next meeting of the Supervisory Board,*  
*in writing (including in electronic form), unless it is not possible to keep this form due to the necessity of immediate provision of information to the Supervisory Board.”*

uu) existing § 23-27 are renumbered to § 24-28;

vv) in § 26 (after being renumbered) sec. 1 editorial change is made, so it shall read as follows:

*“1. The Company may be dissolved pursuant to a resolution of the General Meeting or in other cases provided for in the Commercial Companies Code.”*

ww) § 26 (after being renumbered) sec. 2 shall read as follows:

*“2. The Company's liquidation is conducted by a liquidator or liquidators appointed by the General Meeting.”*

xx) in § 26 (after being renumbered) sec. 4 shall be repealed;

yy) § 27 (after being renumbered) sec. 1 shall read as follows:

*“1. Personal rights (uprawnienia osobiste) specified herein and to which a shareholder is entitled shall be exercised by a written notice delivered to the Company.”*

zz) in § 27 (after being renumbered) sec. 3 shall be repealed;

aaa) in § 27 (after being renumbered) existing sec. 4 shall be renumbered to 3;

bbb) § 28 (after being renumbered) shall read as follows:

**„§ 28**

**Definitions**

*The following capitalized terms used herein have the meaning assigned to them below:*

1. **Best Practice for WSE Listed Companies** means a document adopted by the competent authorities of the WSE listing best practices to be followed by WSE-listed companies.
2. **Business** means business of the Company or any other Capital Group company relating to job advertising services, recruitment services and human resources management services provided to employers and employees, and other types of activities that support an organization in the recruitment, retention and development of employees, including, in particular, business in the form of investment and holding companies and management of investment and holding companies in relation to Capital Group companies carrying on the activities referred to in this definition.
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, advisor or member of corporate bodies, in the territory of Poland, Germany or Ukraine.
4. **Frascati Investments** means a company that operates under the business name *Frascati Investments sp. z o.o.* with its registered office in Warsaw, registered in the register of entrepreneurs under KRS No. 0000905362, Tax Identification No. (NIP): 5272960722.
5. **Capital Group** means the Company and its subsidiaries.
6. **WSE** means the Warsaw Stock Exchange.
7. **Investor** means *TCV Luxco Perogie S.à r.l.*, established and existing pursuant to the laws of the Grand Duchy of Luxembourg, registered in the Luxembourg Register of Commerce and Companies (RCS Luxembourg) under No. B215552.
8. **Commercial Companies Code** means the Act of September 15, 2000 – Commercial Companies Code.
9. **Audit Committee** means a committee within the Supervisory Board that operates under the terms and for the period specified by the provisions of the Act on Statutory Auditors or other applicable law.
10. **Independent Supervisory Board Members** means members of the Supervisory Board who satisfy the criteria for being independent arising from such applicable provisions of law, including in particular the Act on Statutory Auditors.
11. **Encumbrance** means all encumbrances (whether legal or in trust) and rights of encumbrance, including rights in rem, mortgages, liens, security interests, charges, options, pre-emptive or priority rights, contracts of sale, claims, leases, subleases, rights of use, easements, usufruct rights (and any preliminary or contingent sale agreements or agreements to create any such encumbrances or obligations or to make any disposal) and any rights of usufruct in favor of any governmental or other authority (including for national

defense purposes) and other rights available to third parties and any rights and other arrangements having equivalent legal effect.

12. **Przemysław Gacek** means Przemysław Gacek holding PESEL No. 74031200052.
13. **Supervisory Board** means the supervisory board of the Company.
14. **Company** means Grupa Pracuj spółka akcyjna with its registered office in Warsaw.
15. **Articles of Association** means these articles of association of the Company.
16. **Act on Statutory Auditors** means the Act of May 11, 2017 on statutory auditors, audit firms and public supervision.
17. **Act on Public Offering** means the Act of July 29, 2005 on public offering and the conditions governing the introduction of financial instruments into an organised trading system and on public companies.
18. **General Meeting** means the general meeting of the Company.
19. **Management Board** means the management board of the Company.”

## **§ 2.**

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

**Justification of the draft resolution:** Adoption of the resolution on amendments to the Articles of Association is primarily related to the need to adjust the provisions of the Articles of Association to the changes resulting from the amendments to the Commercial Companies Code, which came into force on October 13, 2022, including in particular:

- introduction of information obligations of the Management Board towards the Supervisory Board (Article 380(1) of the Commercial Companies Code);
- concretizing the elements of the report on the activities of the Supervisory Board (Article 382 § 3(1) of the Commercial Companies Code);
- introduction of the Supervisory Board's right to demand that the Management Board and the company's employees prepare or submit information and documents concerning the company, its subsidiaries and affiliated companies (Article 382 § 4-6 of the Commercial Companies Code);
- introduction of the possibility for the Supervisory Board to adopt a resolution to have the Supervisory Board's advisor examine, at the company's expense, a specific matter concerning the company's operations or assets (Article 382(1) of the Commercial Companies Code);
- explicit regulation of the possibility of establishing ad hoc or permanent committees of the Supervisory Board by resolution of the Supervisory Board (Article 390(1) of the Commercial Companies Code);
- detailed regulation of the mode of functioning of the Supervisory Board, including, among other things, the role of the Chairman and the rules for convening and holding meetings (Article 389 of the Commercial Companies Code);
- explicit regulation of the principle of calculating the term of office of the Management Board and the Supervisory Board and the possibility of appointing their members for another term (Articles 369 and 386 of the Commercial Companies Code).

*At the same time, on the occasion of the introduction of the changes resulting from the amended provisions of the Commercial Companies Code, the Management Board recognized the need to clarify and reorganize some of the remaining provisions of the Articles of Association, as well as to introduce some new provisions, to ensure greatest clarity of the Articles of Association, as well as to avoid doubts of interpretation.*

**Resolution No. 4/2022  
of the Extraordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of November 30, 2022  
on adoption of consolidated text of Company's Articles of Association**

**§ 1.**

The Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby resolves to adopt the consolidated text of the Company's Articles of Association incorporating the amendments made pursuant to the resolution no. 3/2022 of the Extraordinary General Meeting of the Company dated November 30, 2022, reading as follows:

*[the consolidated text of the Articles of Association is attached to the announcement of the General Meeting]*

**§ 2.**

The resolution comes into force upon its adoption, with effect as of the date of registration of the amendments to the Company's Articles of Association made based on the resolution no. 3/2022 of the Extraordinary General Meeting of the Company dated November 30, 2022 in the Register of Entrepreneurs of the National Court Register.

**Justification of the draft resolution:** *In view of the scope of amendments to the Articles of Association of the Company made under the resolution no. 3/2022 of the Extraordinary General Meeting of the Company, in the opinion of the Management Board, it is justified for the Extraordinary General Meeting to adopt a resolution on the adoption of the consolidated text of the Articles of Association of the Company. The consolidated text of the Company's Articles of Association incorporates only the changes made by virtue of the resolution no. 3/2022 of the Extraordinary General Meeting of the Company.*

**Resolution No. 5/2022  
of the Extraordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of November 30, 2022**

**on amending the Rules of the General Meeting of Shareholders of the Company**

**§ 1.**

Acting pursuant to § 12 section 2 of the current Articles of Association of the Company, the Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby amends the "Rules of the General Meeting of Grupa Pracuj Spółka Akcyjna" by repealing them in their entirety and adopting new wording constituting an attachment to this resolution.

*[the text of the Rules of the General Meeting is attached to the announcement of the General Meeting]*

**§ 2.**

The resolution comes into force upon its adoption, with the amendment of the Rules being effective as of the next General Meeting of the Company.

**Justification of the draft resolution:** *The adoption of a resolution to amend the “Rules of the General Meeting of Grupa Pracuj Spółka Akcyjna” is primarily related to the need to adapt its provisions to the current regulations. Compared to the Rules currently in force, the draft Rules presented do not include provisions on remote participation in the General Meeting, which are specified in the rules adopted by the Supervisory Board.*

**Resolution No. 6/2022  
of the Extraordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of November 30, 2022  
on appointment of member of the Supervisory Board**

**§ 1.**

Acting pursuant to Art. 385 § 2 of the Commercial Companies Code in connection with § 14 (1) and (5) of the Company's Articles of Association, the Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), appoints Mrs. Martina van Hettinga to Company's Supervisory Board for a joint, three-year term of office, to perform function of member of the Supervisory Board as of February 1, 2023.

**§ 2.**

The resolution comes into force upon its adoption.

**Justification of the draft resolution:** *Draft resolution submitted pursuant to Art. 401 § 1 of the Commercial Companies Code.*