

Amendments to the Articles of Association of Grupa Pracuj S.A.

The District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division of the National Court Register on July 1, 2024 registered the following amendments to the Articles of Association of Grupa Pracuj S.A adopted based on the resolution no. 20/2024 of the Ordinary General Meeting of the Company dated June 18, 2024:

a) § 20 sec. 4 letter j) was amended:

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

b) § 20 sec. 4 letter l)-o) was amended:

„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) was amended:

„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 was amended:

„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 was amended:

„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."