

**RULES OF THE GENERAL SHAREHOLDERS MEETING
OF GRUPA PRACUJ SPÓŁKA AKCYJNA**

§1

Subject-matter of the Rules

These Rules set forth the terms and manner of convening and holding the sessions of the General Shareholders Meeting of Grupa Pracuj S.A. (“**Company**”) (“**General Shareholders Meeting**”) in aspects not regulated under absolutely binding applicable laws.

§2

General Provisions

1. The General Shareholders Meeting is the supreme governing body of the Company.
2. The General Shareholders Meeting will be held under absolutely binding applicable laws and the provisions of the Company’s Constitution as well as of these Rules, taking into consideration the Best Practice for WSE Listed Companies applied by the Company.
3. The Company’s Management Board may attend the General Shareholders Meeting.
4. Supervisory Board members will have the right to attend the General Shareholders Meeting.
5. The Management Board will have the right to admit experts selected at its discretion to attend the General Shareholders Meeting.
6. Media representatives will have the right to attend the General Shareholders Meeting, unless the Company’s Management Board or the Chair of the General Shareholders Meeting decide otherwise.
7. The General Shareholders Meeting will be held in Warsaw.

§3

Opening the Meeting and electing the Chair

1. The General Shareholders Meeting will be opened by the Chairperson of the Supervisory Board or a person so authorised by the Chairperson or, in the absence of Supervisory Board Members, by the President of the Management Board or a person appointed by the Management Board.
2. The person opening the General Shareholders Meeting may make organisational decisions that are necessary to commence the session of the General Shareholders Meeting.
3. The person opening the General Shareholders Meeting should take measures aimed at the immediate election of the Chair, monitor the correct voting procedure, and chair the General Shareholders Meeting until the Chair is elected.
4. Any Shareholder will have the right to nominate candidates for the Chair of the General Shareholders Meeting.
5. The Chair of the General Shareholders Meeting will be elected by voting on each of the nominated candidates in turn.
6. The candidates with the most votes “for” will become the Chair. If at least two candidates obtain an equal number of votes, a supplementary vote will be ordered.

7. The vote for electing the Chair will be held by secret ballot.

§4

1. Upon being elected, the Chair of the General Shareholders Meeting will sign the roll call with a list of persons attending the General Shareholders Meeting and the indication of the number of shares represented by each of them and votes they are entitled to. The roll call will be made available during the session of the General Shareholders Meeting.

2. Reservations concerning not being included in the roll call stipulated under sec. 1 or incorrect data entered therein will be reported by interested parties to the Chair of the General Shareholders Meeting.

3. After signing the roll call, the Chair of the General Shareholders Meeting will state whether the General Shareholders Meeting has been convened correctly and whether it is capable of adopting binding resolutions and will present the agenda for the meeting.

4. During the course of the General Shareholders Meeting, the duties of the Chair will include in particular:

- a. ensuring a correct and efficient course of the session,
- b. giving and taking back the floor,
- c. issuing relevant organisational orders,
- d. ordering votes and ensuring that they are held correctly,
- e. if needed, participating in drafting the contents of motions put to the vote,
- f. announcing voting results,
- g. resolving any reservations concerning the Rules.

5. The Chair may order organisational breaks during the session other than breaks ordered by the General Shareholders Meeting under Article 408 §2 of the Code of Commercial Companies and Partnerships at his/her own discretion. Organisational breaks should be ordered by the Chair in justified cases and in a manner ensuring that the General Shareholders Meeting session may be closed on the same day as it was opened. Breaks ordered by the Chair may not be aimed at impeding the exercise of the Shareholders' rights.

6. The Chair may introduce organisational matters on the agenda.

7. General Shareholders Meeting participants may appeal to the General Shareholders Meeting against the Chair's decisions concerning organisational matters.

§5

Tellers Committee

1. The Tellers Committee will be appointed upon the motion of a Shareholder entitled to participate in the General Shareholders Meeting.

2. The Tellers Committee will consist of 3 members.

3. Members of the Tellers Committee will be appointed from among persons authorised to participate in the General Shareholders Meeting, subject to the stipulation that every Shareholder will be entitled to nominate one candidate while the Shareholder making the motion will be entitled to nominate three candidates.

4. Members of the Tellers Committee will be elected through voting on each of the nominated candidates in turn, subject to the stipulation that vote concerning the candidates nominated by the Shareholder making the motion will be held last, or through voting on all nominated candidates jointly, if the Chair so decides. Candidates with the highest number of votes "for"

will be elected to the Tellers Committee. In case of an even distribution of votes, candidates who obtained the highest number of votes “for” as first will be appointed to the Tellers Committee.

5. Members of the Tellers Committee will elect a Chairperson from among themselves.

6. The tasks of the Tellers Committee will include ensuring that votes are held correctly and, if magnetic cards are used for voting, supervising the IT voting process, determining vote results, and reporting vote results to the Chair of the General Shareholders Meeting as well as performing any other activities connected with holding the vote.

7. If any irregularities are disclosed with respect to the voting procedure, the Tellers Committee will be obliged to notify the Chair of the General Shareholders Meeting thereof immediately and to move as to the further course of action.

8. The minutes containing the results of every vote will be signed by all members of the Tellers Committee and the Chair of the General Shareholders Meeting.

9. Should no Tellers Committee be appointed, the tasks of the Tellers Committee will be performed by the Chair of the General Shareholders Meeting.

§6

General Shareholders Meeting Sessions Held Remotely

1. The provisions of this clause will only apply if the Company has notified the Shareholders of the possibility to use means of electronic communication in the notice of convening the General Shareholders Meeting.

2. The notice of convening the General Shareholders Meeting under which attending with the use of means of electronic communication is permitted will include in particular information on:

- a. the possibility and manner of attending the General Shareholders Meeting using means of electronic communication,
- b. the manner of taking the floor during a General Shareholders Meeting session using means of electronic communication,
- c. the manner of exercising voting rights using means of electronic communication,
- d. the manner of objecting to resolutions using means of electronic communication,
- e. technical requirements necessary for the purposes of attending a General Shareholders Meeting session remotely.

3. An authorised Shareholder (or such Shareholder’s attorney-in-fact) may participate in the General Shareholders Meeting remotely using the means of electronic communication, including in particular by way of a videoconference, i.e. through:

- a. real-time bilateral communication between the Shareholder or the Shareholder’s attorney-in-fact with the General Shareholders Meeting,
- b. the Shareholder or the Shareholder’s attorney-in-fact exercising the voting right in the course of the General Shareholders Meeting session,
- c. a real-time transmission of the General Shareholders Meeting session to the Shareholder or the Shareholder’s attorney-in-fact.

4. Remote participation in the General Shareholders Meeting will be effected using a dedicated IT platform that permits communication by way of an instant messenger (hereinafter: **Platform**).

5. A Shareholder or such Shareholder's attorney-in-fact who use the option to participate in the General Shareholders Meeting remotely using means of electronic communication will bear all the risks related thereto, including the risk arising from the inability to receive the transmission, effect real-time communication or exercise the voting right during the session of the General Shareholders Meeting as a result of a transmission failure or interruptions in the connection used.

6. The following e-mail address of the Company will be the exclusive address used for communications between the Company and any Shareholder wishing to participate in the General Shareholders Meeting remotely using means of electronic communication: GSM@pracuj.pl.

§7

Applying for Remote Participation in the General Shareholders Meeting

1. In order to participate in the General Shareholders Meeting remotely using means of electronic communication, a Shareholder entitled to participate in the General Shareholders Meeting will report their intention to the Company in accordance with the requirements stipulated in these Rules.

2. 7 days prior to the date of the General Shareholders Meeting at the latest, the Shareholder will send to the Company to the e-mail address provided under §6 sec. 6:

- a. a filled-out and signed representation, scanned and saved in a PDF format or signed with a trusted profile or qualified electronic signature, concerning their intention to participate in the General Shareholders Meeting using means of electronic communication, drafted according to the template enclosed hereto as *Appendix no. 1* (hereinafter: "**Representation**").
- b. for Shareholders who are natural persons, a scan of an ID document permitting the identification of the Shareholder together with the indication of the ID series and number or passport number and Personal Identification Number PESEL,
- c. for Shareholders who are legal persons or organisational entities that are not legal persons, a scan of a copy from the relevant register or a scan of another document confirming the authorisation of persons acting on behalf of such entity. Should any of the aforementioned documents be drafted in a language other than Polish, a certified translation of such documents into Polish prepared by a sworn translator will be required,
- d. should a Shareholder appoint an attorney-in-fact to participate remotely in the General Shareholders Meeting, additionally a scan of the power of attorney containing data permitting the identification of the Shareholder and the attorney-in-fact together with a scan of the attorney-in-fact's ID permitting the identification of the attorney-in fact, together with the indication of the ID series and number or passport number and Personal Identification Number PESEL.

3. Based on the list of Shareholders authorised to participate in the General Shareholders Meeting received from Krajowy Depozyt Papierów Wartościowych S.A., the Company will review the rights of the Shareholder who submitted the filled-out Representation to the Company. The Company reserves the right to contact the Shareholder or the Shareholder's attorney-in-fact using the contact data provided in the Representation in order to ensure a correct verification.

4. In case of any reservations arising in connection with the measures taken under the preceding section, the Company will summon the Shareholder to clarify such reservations within a specified time-limit by letter and, should such reservations not be clarified within the

set time-limit, the Shareholder will be refused the right to participate in the General Shareholders Meeting remotely using means of electronic communication.

5. The Company will notify the Shareholder of its decision refusing to permit the Shareholder to participate in the General Shareholders Meeting remotely using means of electronic communication by way of sending the relevant notice to the Shareholder's e-mail address provided in the Representation.

§8

Platform Used for Remote General Shareholders Meeting Sessions

1. Following a positive verification of the Shareholder's rights and any potential powers of attorney, three days prior to opening the General Shareholders Meeting at the latest the Company will send to the Shareholder or the Shareholder's attorney-in-fact to the Shareholder's e-mail address provided in the Representation a detailed instruction concerning registering on the Platform together with the registration login and password to be used upon the first registration on the Platform.

2. Delivering the detailed instruction concerning registering on the Platform to the Shareholder or the Shareholder's attorney-in-fact will be tantamount to confirming the Shareholder's right to participate in the General Shareholders Meeting remotely using means of electronic communication.

3. The registration login and password delivered to the Shareholder will be password-secured. The password to files containing the login and password to the Platform will be sent by text message to the telephone number provided in the Representation.

4. The Shareholder's registration password to the Platform received from the Company will only be used upon the first registration on the Platform. The Shareholder or the Shareholder's attorney-in-fact will change the registration password to their own password in the manner described in the instruction delivered together with the registration login and password.

5. The Shareholder and the Shareholder's potential attorney-in-fact will have the option to test the correct operation of the Platform remotely as well as the Platform's compatibility with the computer hardware, software, and Internet link they will be using during the General Shareholders Meeting session and to familiarise themselves with the Platform's operating principles one business day before the date of the General Shareholders Meeting indicated in the notice of convening the General Shareholders Meeting of the Company. Test access will be possible by way of using the access link sent to the e-mail address provided in the Representation from the Company's e-mail address stipulated under §6 sec. 6 of these Rules.

6. In case of any problems or questions concerning the use or operation of the Platform, including but not limited to problems or questions arising during the course of the General Shareholders Meeting, the Shareholder or the Shareholder's attorney-in-fact will report such problems to the Chair of the General Shareholders Meeting or in writing to the Company's e-mail address stipulated under §6 sec. 6 of these Rules.

7. Any and all risks connected with using means of electronic communication for the purpose of participating in the General Shareholders Meeting remotely, communicating with the General Shareholders Meeting, and voting during its session, related to incorrect or unauthorised disclosure of login or password, will be borne exclusively by the Shareholder or the Shareholder's attorney-in-fact and the Company waives any liability on that account.

8. Any communication with the General Shareholders Meeting and with the Company using the system permitting remote participation in the General Shareholders Meeting using means

of electronic communication as well as through the Company's e-mail address provided under §6 sec. 6 will only be made in Polish or English.

§9

Rules of Remote Participation in the General Shareholders Meeting

1. If using the possibility to participate in the General Shareholders Meeting remotely using means of electronic communication as stipulated in these Rules, the Shareholder or the Shareholder's attorney-in-fact will have the same rights as to taking the floor, making motions and proposing own draft resolutions, vote, and object to adopted resolutions as do Shareholders or their attorneys-in-fact who attend the General Shareholders Meeting personally through physical presence at the conference room.
2. The Shareholder or the Shareholder's attorney-in-fact participating in the General Shareholders Meeting remotely using means of electronic communication will be bound by the same rules of procedure concerning the items of the General Shareholders Meeting agenda as Shareholders or their attorneys-in-fact who attend the General Shareholders Meeting personally at the conference room.
3. Any and all formal, organisational, and technical issues as well as contentions arising in the course of a General Shareholders Meeting session that the Shareholder or the Shareholder's attorney-in-fact participate in remotely that are connected with such form of participating in the discussion will be resolved by the Chair of the General Shareholders Meeting whose decisions in that respect will be final.

§10

Agenda of the General Shareholders Meeting

1. The General Shareholders Meeting may adopt the proposed agenda without modifications, change the order of respective items on the agenda or remove certain matters from the agenda, subject to the reservation that a resolution on refraining from discussing a given matter may only be passed if there are justified grounds for it and if the authorised governing body or entity that put such matter on the agenda or requested that such matter be put on the agenda consents to such matter not being discussed. If the General Shareholders Meeting adopts a resolution on removing any item from the agenda, motions made with respect to such matter will not be reviewed.
2. The Chair may not remove matters from the agenda or change the order of respective items thereon at their own discretion.
3. After each matter on the agenda has been presented, the Chair of the General Shareholders Meeting will open a discussion and will give the floor to participants according to the order in which they request the floor. Upon the consent of the General Shareholders Meeting, more than one item of the agenda may be discussed at the same time. The Chair of the General Shareholders Meeting may give the floor to Management Board and Supervisory Board members and the experts they identify out of turn.
4. The Chair of the General Shareholders Meeting may order that motions to take part in the discussion be submitted in writing with an indication of the name and surname (registered name).
5. The Chair of the General Shareholders Meeting will decide on closing the discussion.
6. Floor may only be taken in matters on the agenda that are currently being reviewed.

7. The Chair of the General Shareholders Meeting will be authorised to admonish a speaker who deviates from the topic of the discussion or exceeds the time allocated by the Chair for presenting their arguments. Floor may be taken back from speakers who do not comply with the Chair's instructions.

8. After the discussion is closed on each item on the agenda, the Chair will announce the content of the motions and draft resolutions proposed by authorised governing bodies or persons before ordering a vote.

9. Draft resolutions proposed by the entity convening the General Shareholders Meeting or, if the motion for putting the given matter to discussion by the General Shareholders Meeting was made by other authorised governing bodies or entities, draft resolutions proposed by such persons will be put to the vote first.

10. The entity or another authorised person proposing a draft resolution may introduce self-amendments to it until that draft resolution is put to the vote. In such a case, the wording with self-amendments introduced will be considered the text of the draft resolution.

11. The remaining amendments to the main motion (draft resolution) and other motions and draft resolutions proposed by authorised persons will be put to the vote next, according to the order in which they were proposed, unless any further vote on the given matter on the agenda proves unjustified.

12. The Chair will give the floor to participants out of turn in formal issues.

13. Motions on formal issues will include in particular motions concerning:

- a. limiting, adjourning or closing the discussion,
- b. closing the list of speakers,
- c. ordering a break in the discussion,
- d. limiting the time for presenting arguments,
- e. the order of adopting resolutions concerning motions.

14. A discussion concerning formal motions should be opened immediately after they are made. Unless the General Shareholders Meeting decides otherwise, only two speakers may take the floor in a discussion concerning formal motions (one "for" and one "against" the proposed motion).

15. The Chair of the General Shareholders Meeting will hold the vote concerning the formal motion made directly after the discussion.

§11

Electing the Supervisory Board Through Group Vote

1. The Chair will order a group vote with respect to electing members of the Supervisory Board, provided that such motion is made by authorised Shareholders and the General Shareholders Meeting agenda so provides.

2. A motion for holding a group vote will be submitted by Shareholders to the Company's Management Board in writing in sufficient advance to ensure that electing Supervisory Board members by group vote can be put on the agenda.

3. After ordering a group vote, the Chair will summon General Shareholders Meeting participants to form respective groups necessary to hold the vote and will determine the minimum number of shares necessary to create a group. Every Shareholder may only belong to a single group.

4. Combining groups will be permitted.
5. Voting in respective groups will be decided by an absolute majority of votes.
6. The minutes of voting results in respective groups will be drafted by the Tellers Committee or, if none has been appointed, the Chair of the General Shareholders Meeting who will announce the results.

§12

Meeting Breaks

1. If the General Shareholders Meeting orders a break in its session, maintaining the subjective continuity of the Meeting participants will not be necessary in order to maintain the continuity of the Meeting itself, and in particular:
 - a. after the break, a different number of General Shareholders Meeting participants may participate in the session, provided that they are all entitled to participate in the General Shareholders Meeting. The right to participate in the General Shareholders Meeting will be determined according to the rules stipulated under Article 406¹ of the Code of Commercial Companies and Partnerships, and the time-limits stipulated therein will be applied to the announced date of the General Shareholders Meeting instead of the date of resuming an adjourned session,
 - b. If the Chair elected before the break has been ordered is not present, a new Chair will be elected,
 - c. In case of a change of the Shareholders' representatives, if the Shareholders are represented by new attorneys-in-fact, a new power of attorney or another relevant instrument authorising them to represent Shareholders at the General Shareholders Meeting will be submitted.

§13

Minutes of the General Shareholders Meeting

1. Apart from the minutes drafted in the form of a notarial deed, the Chair may also order that the whole or a part of the session be additionally recorded by a Secretary appointed by the Chair for that purpose. The function of the Secretary may be held by a person who is not a participant of the General Shareholders Meeting.
2. The minutes drafted by the Secretary may record issues that are not recorded in the minutes drafted by the notary public, including in particular the manner of resolving organisational and formal matters and the course of discussion concerning proposed draft resolutions.

§14

Amendments to the Rules

1. Any amendment to these Rules will require a resolution of the General Shareholders Meeting.
2. Any amendment to these Rules will come into force as from the commencement of the session of the following General Shareholders Meeting.

Appendix no. 1

Representation on the intention to participate in the General Shareholders Meeting session remotely using means of electronic communication

Representation

I, the undersigned,

a Shareholder/ representing the Shareholder* of Grupa Pracuj S.A., hereby express my intention to participate in the Ordinary/ Extraordinary General Shareholders Meeting of said Company that has been convened for remotely, using means of electronic communication.

I hereby represent that, as Shareholder, **I will be participating in the Ordinary/ Extraordinary General Shareholders Meeting in that manner personally.*** / I hereby represent that, as Shareholder, **I will be participating in the Ordinary/ Extraordinary General Shareholders Meeting in that manner through my attorney-in-fact.***

I hereby represent that I am authorised to represent the shareholder as confirmed by the documents submitted to the Company and that **I will be participating in the Ordinary/ Extraordinary General Shareholders Meeting in that manner personally.*** / I hereby represent that I am authorised to represent the shareholder as confirmed by the documents submitted to the Company and that **I will be participating in the Ordinary/ Extraordinary General Shareholders Meeting in that manner through my attorney-in-fact.***

I hereby represent that I will participate in the Ordinary/ Extraordinary General Shareholders Meeting with the following number of shares:

say:

that will be disclosed in the register of shareholders authorised to participate in the Ordinary/ Extraordinary General Shareholders Meeting as drafted by Krajowy Depozyt Papierów Wartościowych S.A.

I accept any and all terms and consequences of participating in the Ordinary/ Extraordinary Shareholders Meeting remotely using means of electronic communication that have been announced and published by the Company.

Data of the Shareholder/ Person representing* the Shareholder authorised to participate in the Ordinary/ Extraordinary General Shareholders Meeting remotely using means of electronic communication:

Name and surname:

Address:

Personal Identification Number PESEL:

ID/ passport* no.:

E-mail address for correspondence and login:

Telephone number for contact/ providing login password:

Data of the Shareholder's attorney-in-fact authorised to participate in the Ordinary/
Extraordinary General Shareholders Meeting remotely using means of electronic
communication:

Name and surname:

Address:

Personal Identification Number PESEL:

ID/ passport* no.:

E-mail address for correspondence and login:

Telephone number for contact/ providing login password: