

**Report**  
**of the Supervisory Board of Grupa Pracuj S.A.**  
**on the activities of the Supervisory Board of Grupa Pracuj sp. z**  
**o.o. and the Supervisory Board of Grupa Pracuj S.A.**  
**in the year ended on 31 December 2021**

**Warsaw, 21 April 2022**

## **I. Transformation of Grupa Pracuj sp. z o.o. into Grupa Pracuj S.A.**

As of 2 August 2021 (hereinafter: “**Transformation Date**”) Grupa Pracuj sp. z o.o. with its registered office in Warsaw (KRS: 0000584545) became Grupa Pracuj S.A. with its registered office in Warsaw (KRS: 0000913770) (collectively referred to as the “**Company**”). The transformation took place on the basis of Resolution No. 3 of the Extraordinary General Meeting on the transformation of Grupa Pracuj sp. z o.o. into a joint-stock company of 29 June 2021 and was carried out pursuant to Article 551 § 1 et seq. of the Code of Commercial Companies.

## **II. Members of the Supervisory Board of Grupa Pracuj sp. z o.o. in 2021**

From 1 January 2021 until the Transformation Date, the Supervisory Board of Grupa Pracuj sp. z o.o. was composed of:

1. Maciej Artur Noga – Chairman of the Supervisory Board,
2. Wojciech Robert Stankiewicz – Member of the Supervisory Board,
3. Maciej Filipkowski – Member of the Supervisory Board,
4. John Doran – Member of the Supervisory Board,
5. Przemysław Budkowski – Member of the Supervisory Board.

## **III. Members of the Supervisory Board of Grupa Pracuj S.A. in 2021**

In the period from the Transformation Date to 31 December 2021, the Supervisory Board of Grupa Pracuj S.A. was composed of:

1. Maciej Artur Noga – Chairman of the Supervisory Board,
2. Wojciech Robert Stankiewicz – Member of the Supervisory Board,
3. Maciej Filipkowski – Member of the Supervisory Board until 31 October 2021,
4. John Doran – Member of the Supervisory Board,
5. Przemysław Budkowski – Member of the Supervisory Board,
6. Agnieszka Słomka-Gołębiowska – Member of the Supervisory Board from 11 August 2021,
7. Mirosław Stachowicz – Member of the Supervisory Board from 29 October 2021.

## **IV. Activities of the Supervisory Board of the Company in 2021**

The Supervisory Board of Grupa Pracuj S.A. concludes that in the period from 1 January 2021 to 31 December 2021 the Supervisory Board of the Company exercised continuous and ongoing supervision over the Company’s activities in all areas of its business.

In accordance with provisions of the Articles of Association of the Company, the Supervisory Board is composed of five to eight members appointed for a joint three-year term of office.

In the period from 1 January 2021 to the Transformation Date, the Supervisory Board held two meetings, adopting a total of 17 resolutions:

- 1) 3 March 2021 – during the meeting, the Supervisory Board discussed the financial results of Grupa Pracuj sp. z o.o. for the fourth quarter of 2020 and for the financial year ended on 31 December 2020, the budget of Grupa Pracuj sp. z o.o. for the financial year ended on 31 December 2021, the updated strategy of the Robota.ua website for 2021-2023, the evaluation of the activities of Members of the Supervisory Board of Grupa Pracuj sp. z o.o., the strategy of Grupa Pracuj on the employee benefits

market (presentation of Fitqbe sp. z o.o.), and passed resolutions concerning among others:

- approval of the budget of the Grupa Pracuj sp. z o.o. Capital Group for the financial year ended on 31 December 2021,
- changes to the Remuneration System for Members of the Management Board of Grupa Pracuj sp. z o.o.

2) 11 May 2021 – during the meeting, the Supervisory Board discussed the financial results and current situation of the Grupa Pracuj sp. z o.o. Capital Group for the first quarter of 2021, the Company's IPO and the potential opportunities associated with this process, the strategy and priorities of the Robota.ua website, the Grupa Pracuj strategy for the IT segment in Poland and also adopted resolutions concerning, among others:

- assessment of the financial statements of Grupa Pracuj sp. z o.o. for the financial year ended on 31 December 2020,
- assessment of the Management Board's report on the activities of Grupa Pracuj sp. z o.o. for the financial year ended on 31 December 2020,
- assessment of the consolidated financial statements of the Grupa Pracuj sp. z o.o. Capital Group for the financial year ended on 31 December 2020,
- assessment of the Management Board's report on the activities of Grupa Pracuj sp. z o.o. Capital Group for the financial year ended on 31 December 2020,
- review and assessment of the Management Board's request as to how to distribute the profit earned in the financial year ended on 31 December 2020,
- adoption of the report of the Supervisory Board of Grupa Pracuj sp. z o.o. on its activities in the financial year ended on 31 December 2020,
- review and assessment of the Management Board's requests to discharge the members of the Management Board of Grupa Pracuj sp. z o.o. in respect of the performance of their duties in the financial year ended on 31 December 2020,
- granting consent to the conclusion of the Investment Agreement for Fitqbe sp. z o.o.

3) 2 June 2021 – the Supervisory Board of Grupa Pracuj sp. z o.o. adopted a resolution using means of remote communication concerning the appointment of a Member of the Supervisory Board to be submitted on behalf of Grupa Pracuj sp. z o.o. and consent to the statement on amendment of the Articles of Association of Pracuj Ventures spółka z ograniczoną odpowiedzialnością ASI sp.k. (the "**Investment Company**") and the conclusion of an Annex to the shareholders' agreement of the Investment Company.

In the period from the Transformation Date to 31 December 2021, the Supervisory Board held three meetings, adopting a total of 14 resolutions:

1) 5 August 2021 – during the meeting, the Supervisory Board adopted resolutions concerning, among others:

- establishment of the Supervisory Board of Grupa Pracuj S.A.,
- granting consent to the introduction of an incentive scheme for certain employees and associates of Grupa Pracuj S.A.,

- granting consent to the conclusion of agreements with certain shareholders of Grupa Pracuj S.A.
- 2) 8 September 2021 – during the meeting, the Supervisory Board discussed the current situation related to the IPO process and the work schedule, the work of the Committees of the Supervisory Board of the Company in the context of the future IPO, the financial results and the current situation of Grupa Pracuj S.A. Capital Group for the second quarter of 2021, the Incentive Scheme for key employees of Grupa Pracuj S.A. Capital Group, the development of the IT segment in Poland and Ukraine, the dryg.pl initiative, and adopted resolutions concerning, among others:
- adoption of the rules of procedure of the Supervisory Board of Grupa Pracuj S.A.,
  - establishment of the Audit Committee, appointment of its members and adoption of its rules of procedure,
  - granting consent to the conclusion of Annex No. 3 to the Shareholders' Agreement of 28 June 2017,
  - granting consent to the conclusion of a joint venture agreement with Pracuj Ventures sp. z o.o.,
  - granting consent to the conclusion of agreements for the sale of shares in Fitqbe sp. z o.o.
- 3) 2 November 2021 – during the meeting, the Supervisory Board discussed the financial results and the current situation of Grupa Pracuj S.A. Capital Group for the third quarter of 2021, the current situation related to the IPO process and the work schedule, the involvement and culture of the working environment of Grupa Pracuj, the strategy and new M&A initiatives in Grupa Pracuj, and adopted resolutions concerning, among others:
- granting consent to the conclusion of a recruitment service agreement with Inhire sp. z o.o.,
  - granting consent to the conclusion of a cooperation agreement between eRecruitment Solutions sp. z o.o. and Fitqbe sp. z o.o.,
  - granting consent to the conclusion of a lead cooperation agreement with Fitqbe sp. z o.o.,
  - determining the details of the remuneration policy in the Grupa Pracuj S.A.
- 4) 5 November 2021 – the Supervisory Board of Grupa Pracuj S.A. adopted a resolution by e-mail on the change of the remuneration system for Members of the Management Board of Grupa Pracuj S.A.

Meetings of the Supervisory Board are held when needed, not less often than once a calendar quarter.

Due to the restrictions introduced as a result of the COVID19 epidemic, most meetings of the Supervisory Board took place using means of remote communications, and resolutions were adopted in the manner provided for in § 18.4 of the Company's Articles of Association and in Section V § 1.1 of the Rules of Procedure of the Supervisory Board, i.e. using means of direct remote communications. At the invitation of the Supervisory Board, Members of the Management Board of the Company attended meetings of the Supervisory Board, who presented issues concerning the current situation of the Company, organizational and legal matters.

The adoption of the resolutions of the Supervisory Board was each time supported by written and oral arguments from Members of the Management Board and by written and oral justifications by the authors of the motions being the subject of the matters referred to the Supervisory Board.

All actions of the Supervisory Board were documented in the resolutions adopted and in the minutes of meetings of the Supervisory Board.

## **V. Self-assessment of the work of the Supervisory Board in 2021**

In accordance with principle 2.11 of Best Practice For GPW Listed Companies, the Supervisory Board carried out an evaluation of its work in the financial year of 2021.

The Supervisory Board exercises continuous oversight over the operations of the Company in all aspects of its business, in accordance with the duties and powers set forth in the Code of Commercial Companies and other provisions of the law, provisions of the Articles of Association and By-Laws of the Company, as well as provisions of the Rules of Procedure of the Supervisory Board. In the performance of their supervisory duties, Members of the Supervisory Board took actions having regard to the interest of the Company, but also the interest of its shareholders.

Within the scope of its activities, the Supervisory Board of the Company monitored the Management Board of the Company on an ongoing basis with respect to the Company's financial situation, actively supported the Management Board in pursuing strategic objectives, processed motions concerning issues requiring the approval of the Company's Supervisory Board in accordance with the Code of Commercial Companies or the Company's Articles of Association or By-Laws, and became familiar with other matters presented by the Management Board of the Company.

All members of the Supervisory Board of the Company have high competencies and extensive, comprehensive professional experience in reputable companies, which lets them perform their supervisory duties at a very high level. Diversification of the skills and qualifications of Members of the Supervisory Board ensures effective and efficient supervision of the Company's operations and supports a comprehensive assessment of business plans and initiatives presented by the Management Board of the Company.

The number and duration of meetings, as well as access to adequate resources, were sufficient to ensure that the Supervisory Board fully discharged its duties.

In the opinion of the Supervisory Board, the Supervisory Board duly fulfilled its duties in 2021 and supported the Management Board of the Company in fulfilling its strategic tasks and objectives by fulfilling its mandatory and statutory competencies. In the opinion of the Supervisory Board, such activities should be assessed as being carried out efficiently, in a way that ensured adequate supervision of the Company.

## **VI. Assessment of independence of members of the Supervisory Board**

The Supervisory Board is composed of six members in accordance with § 15 of the Articles of Association of the Company.

Three members of the Supervisory Board of the Company, i.e. Agnieszka Słomka-Gołębiowska, Wojciech Stankiewicz and Przemysław Budkowski meet the criteria of independence set out in the Act of 11 May 2017 on Auditors, Audit Firms and Public Oversight, and have no actual or material relations with a shareholder holding at least 5% of the total number of votes in the Company.

Thus, the current composition of the Supervisory Board fulfils the requirement set out in Section 2.3 of Best Practice For GPW Listed Companies 2021.

The current members of the Supervisory Board have key professional experience for the Company, which makes it possible to properly assess the work of the Management Board of the Company and its activities based on substantive knowledge of the areas in which the Company develops its activities.

## **VII. Assessment of the Company's situation taking into account assessment of internal control systems, risk management, compliance and internal audit functions, as well as assessment of the way the Company complies with its disclosure obligations regarding the application of corporate governance principles**

Based on the information received from the Management Board and selected employees of the Company, as well as based on the analysis of the financial statements of the Company and the Group for 2021, the Supervisory Board assesses that the Company's situation is stable. When assessing the Company's situation in 2021, the Supervisory Board analysed the key risks affecting the Company and saw no circumstances that would pose risk to the Company's going concern.

### **Internal control system**

The Company has a comprehensive internal control system in place, in particular with respect to the preparation of financial statements, aimed at ensuring that the Company achieves its intended objectives in terms of operational efficiency and performance, reliability of financial statements and compliance with the law.

The Management Board of the Company is responsible for the effective functioning of the internal control system in the process of preparing financial statements, including for the substantive supervision of the process of preparing financial statements and periodic reports of the Company. The Management Board is also directly responsible for organising the preparation of the statutory financial statements. The financial data underlying the financial statements are derived from the accounting and financial system of the Company in which transactions are recorded in accordance with the accounting policy of the Company based on the International Financial Reporting Standards.

The correctness of the preparation of the financial statements is also verified by members of the Audit Committee. In order to confirm the consistency of the data contained in the financial statements with the facts and records in the accounting books kept by the Company, the financial statements are audited by an independent audit firm which issues an audit report on the financial statements. The actions taken by the Company are aimed at ensuring compliance with legal requirements and facts and at identifying and eliminating potential risks in a timely manner so that they do not affect the reliability and correctness of the financial data presented.

### **Risk management system**

The Company has put in place a risk management system that includes analysis and identification of risks as well as appropriate operational standards and activities. The Company identifies the risks continuously on the basis of an analysis of external and internal factors affecting the possibility of irregularities in the Company's day-to-day operations and takes appropriate measures to minimise the impact of the identified risks. The Management Board of the Company is fully responsible for the functioning of the risk management system. When preparing periodic reports, the Management Board of the Company periodically verifies the risk factors relevant to the Company throughout the financial

year. The Company has and keeps up-to-date an organizational structure that clearly defines reporting paths, responsibilities and levels of authority, which additionally supports management of the risk associated with operating at the lower levels of the organization. The risk management process itself is overseen by key management personnel. At the same time, the Company runs an active insurance policy as part of the transfer of identified risks.

### **Compliance system**

Compliance management at the Company is aimed at ensuring compliance with the laws, internal regulations and standards adopted for the application of the standards, in particular:

- preventing the Company from engaging in illegal activities,
- improving the quality of internal regulations by identifying gaps and non-conformities with the laws, as well as aligning such regulations to good market practices and standards applicable to the Company,
- raising awareness among employees of the risk of non-compliance and its significance for the Company.

The Company has implemented internal compliance regulations, such as the Code of Ethics, the Anti-Corruption Code, the Anti-Mobbing Policy, the Gift Policy, the Whistleblowing Instruction and the Inspection Procedure Manual. All employees are obliged to comply with these regulations. The Company also undertakes a number of awareness-raising activities in this area by providing training to employees or their selected groups, as well as various educational activities.

In order to ensure adequate human resources and proper empowerment of the persons responsible for the compliance area, the Company established a Compliance Officer function, who reports directly to a Member of the Management Board of the Company. The Company also established a Compliance Team, which is part of the Legal Department.

### **Internal audit**

In 2021, there was not a separate internal audit function within the organisational structure of the Company, nor a separate internal auditor position. The Management Board of the Company was responsible for performing the tasks in this area. The Company intends to streamline internal audit tasks in the next reporting year.

The Supervisory Board verified the aforementioned systems of internal control, risk management, compliance and internal audit function and agreed with the Management Board of the Company on the further actions improving the effectiveness of these systems, in particular as regards the internal audit function.

### **Fulfilment of information obligations regarding the application of corporate governance rules**

In 2021, during the period in which it was a listed company, the Company conducted its business in compliance with the rules applicable to public companies and fully fulfilled its reporting obligations.

Grupa Pracuj is subject to and follows recommendations and principles contained in the Best Practice For GPW Listed Companies 2021. The Company submitted a report via the EBI system on the scope of application of Best Practice For GPW Listed Companies 2021.

In the opinion of the Supervisory Board, the Company correctly fulfilled its information obligations relating to the application of corporate governance principles.



#### **VIII. Assessment of reasonableness of expenditure referred to in principle 1.5 of Best Practice For GPW Listed Companies 2021**

In 2021 the Company did not apply principle 1.5 of Best Practice For GPW Listed Companies 2021, as the Company's sponsorship activities in the field of supporting the culture, sports, charities, media, social organisations or trade unions were negligible. The Company intends to disclose the aforementioned expenses in subsequent years if such activities become material to the Group. Therefore, the Supervisory Board did not assess the reasonableness of these expenses.

#### **IX. Information on the degree of implementation of the diversity policy with regard to the Management Board and the Supervisory Board**

The Company has not yet developed or applied specific diversity assumptions with respect to the Management Board and Supervisory Board. The main criteria for filling key positions in the Company are to ensure high quality of management and supervision. High qualifications (education, qualifications, professional experience) and the fulfilment of the criteria laid down for the position are taken into account. The evaluation of candidates is not influenced by elements such as gender or age. A balanced representation of women and men on the Management Board and the Supervisory Board will be taken into account in the future, depending on the scope of the entrusted responsibilities to the candidates suitable for a given position and the size of the Management Board and the Supervisory Board.

#### **X. Members of the Audit Committee of the Supervisory Board of Grupa Pracuj S.A. in 2021**

In the period from the date of establishment of the Audit Committee, i.e. from 8 September 2021 to 31 December 2021, the Audit Committee consisted of:

1. Agnieszka Słomka-Gołębiowska – Chairwoman of the Audit Committee
2. Wojciech Stankiewicz – Member of the Audit Committee
3. Przemysław Budkowski – Member of the Audit Committee

All members of the Audit Committee declared that they fulfilled the independence criterion for an independent member of the Audit Committee as referred to in Article 129(3) of the Act of 11 May 2017 on Auditors, Audit Firms and Public Oversight and in Article 3(5) of the Rules of Procedure of the Audit Committee.

Agnieszka Słomka-Gołębiowska declared that she had knowledge in the field of accounting or auditing of financial statements and Wojciech Stankiewicz had knowledge of the industry in which the Company operated.

#### **XI. Activities of the Audit Committee of the Supervisory Board of Grupa Pracuj S.A. in 2021**

In 2021 one meeting of the Audit Committee took place:

2 November 2021 – the meeting discussed the preliminary conclusions of the review of the condensed quarterly consolidated financial statements of the Grupa Pracuj S.A. Group for 9 months of 2021 and a draft description of the key issues identified during the audit was presented, along with a framework schedule for the meetings of the Audit Committee in 2022, taking into account the calendar of publication of the Company's financial statements.



## **XII. Conclusions of the assessment of the standalone and consolidated financial statements and the Management Board's report of Grupa Pracuj S.A. on the activities of Grupa Pracuj S.A. and the Grupa Pracuj S.A. Group in the financial year ended on 31 December 2021**

Acting pursuant to Article 382 § 3 of the Code of Commercial Companies and Article 21 § 6(a) of the Company's Articles of Association, the Supervisory Board of the Company conducted an assessment of the following documents submitted by the Management Board:

- standalone financial statements of Grupa Pracuj S.A. for the year ended on 31 December 2021,
- consolidated financial statements of Grupa Pracuj S.A. Capital Group for the year ended on 31 December 2021
- report of the Management Board on the activities of Grupa Pracuj S.A. and the Grupa Pracuj S.A. Capital Group

and read the auditor's report on the audit of the aforementioned documents.

The Supervisory Board of the Company also assessed the balance sheet data of Grupa Pracuj S.A. as of 31 December 2021 and the financial result for the year ended on 31 December 2021.

On this basis, the Supervisory Board finds that both the standalone and consolidated financial statements for the year ended on 31 December 2021 and the Management Board's reports on the activities of Grupa Pracuj S.A. and the Grupa Pracuj S.A. Group have been properly prepared in formal and technical aspects, are true and match the accounting books, and present a true and fair view of the financial results and activities of the Company and the Grupa Pracuj S.A. Capital Group in the year ended on 31 December 2021.

The Supervisory Board of the Company recommends that the General Meeting adopts the above documents in the version submitted by the Management Board of the Company, i.e.:

- 1) the standalone financial statements of Grupa Pracuj S.A. for the year ended on 31 December 2021 consisting of:
  - a) the statement of comprehensive income for the year ended on 31 December 2021 showing a net profit of PLN 266,261,000,
  - b) the statement of financial position prepared as at 31 December 2021 showing a balance sheet sum of PLN 452,172,000,
  - c) the statement of cash flows for the year ended on 31 December 2021 showing cash receipts of PLN 45,198,000,
  - d) the statement of changes in equity for the year ended on 31 December 2021 showing an increase in equity by PLN 173,903,000,
  - e) notes;
- 2) the consolidated financial statements of the Grupa Pracuj S.A. Capital Group for the year ended on 31 December 2021, comprising:
  - a) the consolidated statement of comprehensive income for the year ended on 31 December 2021 showing a net profit of PLN 255,683,000,
  - b) the consolidated statement of financial position prepared as at 31 December 2021 showing a balance sheet sum of PLN 499,705,000,

- c) the consolidated statement of cash flows for the year ended on 31 December 2021 showing cash receipts of PLN 50,068,000,
  - d) the consolidated statement of changes in equity for the year ended on 31 December 2021 showing an increase in equity by PLN 146,812,000,
  - e) notes;
- 3) reports of the Management Board on the activities of Grupa Pracuj S.A. and the Grupa Pracuj S.A. Capital Group for the year ended on 31 December 2021

After a comprehensive analysis, the Supervisory Board of the Company decided to give a favourable opinion on the proposal presented by the Management Board of the Company concerning the method of distribution of the net profit earned in the year ended on 31 December 2021, in which the Management Board of the Company proposes that the net profit for the year ended on 31 December 2021, which amounted to PLN 266,261,411.34, be allocated as follows:

- 1) the amount of PLN 2 (two zlotys) per 1 (one) share be allocated to pay dividends to the Company's shareholders, i.e. the total amount of PLN 136,208,500.00 shall be used for this purpose, where this amount was calculated on the basis of the number of shares in the Company's share capital as of the date this resolution was adopted. The total amount allocated to the dividend may change up to a maximum of PLN 136,549,020.00 as a result of the planned issue of no more than 170,260 new series D bearer ordinary shares as planned by the Management Board of the Company, as part of the authorisation granted to the Management Board to issue shares as part of the target capital under resolution No 5/2021 of the Extraordinary General Meeting of 22 October 2021. At the same time, the amount of dividend per 1 (one) share indicated in the preceding sentence shall remain unchanged.
- 2) The amount representing the difference between the net profit for the year ended on 31 December 2021 and the final dividend amount shall be allocated to the Company's share premium.

The dividend date shall be 30 September 2022.

At the same time, the Supervisory Board of the Company decides to recommend to the General Meeting to adopt a resolution on the method of distribution of the net profit earned in the year ended on 31 December 2021 as requested by the Management Board.

Considering all the activities and the results achieved in 2021, the Supervisory Board of Grupa Pracuj S.A. positively assesses the work of the Management Board of the Company during the audited period and motions that Members of the Management Board of the Company be granted a discharge in respect of fulfilment of their duties in the year ended on 31 December 2021.