

Report on remuneration of members of the Management Board and the Supervisory Board of Grupa Pracuj S.A. for 2022

1. Introduction

In accordance with Article 90g.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (Dz. U. No. 184, item 1539, as amended; the 'Act'), the Supervisory Board of Grupa Pracuj S.A. of Warsaw (the 'Company') has prepared an annual remuneration report (the 'Report') detailing the remuneration and other benefits received by members of the Management Board and the Supervisory Board between 1 January 2022 and 31 December 2022 pursuant to the Remuneration Policy for members of the Management Board and the Supervisory Board of Grupa Pracuj S.A. as approved by Resolution No. 4 of the Extraordinary General Meeting of Grupa Pracuj Spółka Akcyjna held on 22 October 2021.

All monetary amounts presented in the Report are gross amounts in the Polish zlotys (PLN), unless otherwise noted.

In accordance with Article 90g.3 of the Act, the Report omits information regarding financial years for which a remuneration report was not required, including information on changes, on an annual basis, in remuneration, company performance, and average remuneration of employees who are not members of the management board or the supervisory board, over the last five financial years, in aggregate and in a manner enables comparison. In order to facilitate comparison of the 2022 data, the Supervisory Board included information for the financial years 2021 and 2020 in sections of the Report regarding:

- comparison of annual remuneration paid to members of the Management Board;
- comparison of the Company's performance;
- comparison of the Grupa Pracuj Group's performance;
- comparison of the average remuneration paid to Company Employees who are not members of the Management Board or the Supervisory Board.

2. Definitions

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

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

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

Fixed Remuneration – the fixed component of the remuneration, including the base salary;

Variable Remuneration – the portion of a Management Board member's remuneration that is not guaranteed, and the award and amount of which may vary;

Legal Basis of Employment – any agreement or arrangement that creates a legal relationship between the Company and a member of the Management Board, including but not limited to an employment contract, management contract, contract of mandate, resolution of appointment, or any other similar legal relationship.

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

Composition of the Management Board in 2022

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

Composition of the Supervisory Board in 2022

Maciej Noga, Chairman of the Supervisory Board
John Doran, Member of the Supervisory Board
Wojciech Stankiewicz, Member of the Supervisory Board
Przemysław Budkowski, Member of the Supervisory Board
Agnieszka Słomka-Gołębiowska, Member of the Supervisory Board
Mirosław Stachowicz, Member of the Supervisory Board

4. Total remuneration of the members of the Management Board and the Supervisory Board with a breakdown by components, with a description of the proportion of each remuneration component to the total remuneration

4.1. Management Board

Members of the Management Board may receive remuneration on the basis of the Legal Basis of Employment. The Supervisory Board determines the Legal Basis for Employment, as well as the rules for the fixed and variable parts of the remuneration of each member of the Management Board, individually and in accordance with the Remuneration Policy. This can be done through the Legal Basis for Employment or by a separate resolution, taking into consideration the responsibilities of each member of the Management Board. Irrespective of the nature of the employment relationship between the Company and a member of the Management Board, the latter may receive a cash-based remuneration, which consists of a fixed portion and a variable portion. Upon appointing a member of the Management Board, the Supervisory Board establishes the fundamental components of their remuneration, such as the Fixed Remuneration and Variable Remuneration amounts, as well as the conditions for linking the Variable Remuneration to either financial or non-financial performance.

Fixed Remuneration

The Supervisory Board establishes the individual amount of Fixed Remuneration for each member of the Management Board either in the Legal Basis of Employment or through a separate resolution.

Variable Remuneration

Members of the Management Board members may receive Variable Remuneration, which is contingent upon meeting specific financial or non-financial performance criteria, in addition to the Fixed Remuneration. Variable Remuneration for 2022 was tied to the level of EBITDA earned by Grupa Pracuj.

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

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

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

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

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

The 2022 performance target set by the Supervisory Board for the Management Board members, pertaining to the consolidated operating profit of Grupa Pracuj S.A. Group, has been met, resulting in the forthcoming payment of bonuses to the Management Board members in 2023, subject to the adoption of a relevant resolution by the Supervisory Board.

The criteria for the award of Variable Remuneration, both financial and non-financial, are specified by the Supervisory Board in accordance with the Remuneration Policy, in its resolution establishing the conditions for granting such remuneration.

Additional Benefits

Members of the Management Board may receive Additional Benefits in both cash and non-cash form, which include:

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

Remuneration of members of the Management Board due for 2022 (PLN)

Surname and first name Position held	Fixed Remuneration	Variable Remuneration		Additional Benefits	Total remuneration	Proportion of Fixed Remuneration and Variable Remuneration ¹
		Bonuses	Share-based payments			
Gacek Przemysław <i>President of the Management Board</i>	533,446.18	293,500.00	-	565.00	827,261.18	65% / 35%
Fiedorowicz Gracjan <i>Member of the Management Board</i>	596,180.66	256,680.00	340,266.93	812.83	1,193,940.42	50% / 50%
Nachyna Rafał <i>Member of the Management Board</i>	686,289.62	296,976.00	405,495.43	1,077.19	1,389,838.24	49% / 51%

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

The remuneration of individual members of the Management Board in 2022 includes social security contributions funded by the Company as the employer.

In 2022, the members of the Management Board did not receive any remuneration from entities that are part of the same group as the Company, as defined in the Accounting Act of 29 September 1994 (Dz. U. of 2021, item 217, as amended).

4.2. Supervisory Board

Members of the Supervisory Board are appointed to their positions and receive remuneration for their services. Remuneration for serving as a member of the Supervisory Board is not linked to the Company's results.

In addition to cash compensation, members of the Supervisory Board may receive non-monetary benefits or financial instruments tied to the performance of the Company.

The remuneration of Supervisory Board members is established through a resolution of the General Meeting. Members of the Supervisory Board may receive compensation in the form of a monthly salary or a sitting fee.

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

Remuneration of members of the Supervisory Board due for 2022 (PLN)

Surname and first name Position held	Fixed Remuneration	Variable Remuneration	Additional Benefits	Total remuneration	Proportion of Fixed Remuneration and Variable Remuneration ¹
Noga Maciej <i>Chairman of the Supervisory Board</i>	156,697.20	-	-	156,697.20	100% / 0%
Stankiewicz Wojciech <i>Member of the Supervisory Board;</i>	99,716.40	-	-	99,716.40	100% / 0%

<i>Member of the Audit Committee</i>					
Doran John <i>Member of the Supervisory Board</i>	-	-	-	-	-
Budkowski Przemysław <i>Member of the Supervisory Board;</i> <i>Member of the Audit Committee</i>	89,979.99	-	-	89,979.99	100% / 0%
Słomka-Gołębiowska Agnieszka <i>Member of the Supervisory Board;</i> <i>Chairwoman of the Audit Committee</i>	140,138.12	-	-	140,138.12	100% / 0%
Stachowicz Mirosław <i>Member of the Supervisory Board</i>	72,000.00	-	-	72,000.00	100% / 0%

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

In 2022, the members of the Supervisory Board did not receive Variable Remuneration or Additional Benefits.

The remuneration of individual members of the Supervisory Board in 2022 includes social security contributions funded by the Company as the employer.

In 2022, the members of the Supervisory Board did not receive any remuneration from entities that are part of the same group as the Company, as defined in the Accounting Act of 29 September 1994 (Dz. U. of 2021, item 217, as amended).

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

This Report presents a summary of salaries and all other benefits received by members of the Management Board and the Supervisory Board, paid to them in 2022.

The Company has adhered to the Remuneration Policy since its adoption and paid executive compensation to the members of the Management Board and the Supervisory Board in accordance with the policy's provisions. The compensation provided was comprehensive, including only the components specified in the Remuneration Policy. It was disbursed in compliance with the policy's principles, at the correct amount, and based on predetermined criteria. The compensation was paid based on the Legal Basis of Employment. The Remuneration Policy incorporates criteria that aim to balance the incentives for individual members of the Management Board with the accomplishment of objectives and strategies, with a specific focus on the Company's interests.

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

6. Application of the performance criteria

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

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

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

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

The maximum ratio of Variable Remuneration awarded in a given financial year to Fixed Remuneration due for the same financial year should not exceed 5:1. The proportion of Variable Remuneration may be increased if Management Board members are granted or exercise entitlements to acquire subscription warrants that allow them to acquire Company shares, or if they are granted entitlements to acquire

Company shares under a multi-year incentive scheme introduced by a separate resolution of the General Meeting. Additionally, the proportion may be increased if they are entitled to participate in an incentive scheme that allows for the payment of cash remuneration directly linked to the financial results of the Company, the Group, or the segment for which the Management Board member is responsible. In such a case, the proportion of Fixed Remuneration and Variable Remuneration for a financial year will be adjusted to reflect the Company's or Grupa Pracuj Group's financial results, the attainment of market, performance, or loyalty objectives, as well as the increase in the value of the Company shares as instruments listed on the WSE, during the period.

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

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

	2020 (PLN)	2021 (PLN)	2022 (PLN)	Amount change 2021 vs 2022 (PLN)	Percentage change 2021 vs 2022 (%)
Gacek Przemysław	393,482	572,165.00	827,261.18	255,096.18	44.6%
Fiedorowicz Gracjan	515,087	711,837.33	853,673.49	141,836.16	19.9%
Nachyna Rafał	589,485	836,822.72	984,342.81	147,520.09	17.6%

7.2. Comparison of the Company's results

	2020 (PLN thousand)	2021 (PLN thousand)	2022 (PLN thousand)	Amount change 2021 vs 2022 (PLN thousand)	Percentage change 2021 vs 2022 (%)
Revenue from contracts with customers	240,604	398,361	477,251	78,890	19.8%
Net profit	100,245	266,261	164,766	(101,495)	(38.1%)

7.3. Comparison of the Grupa Pracuj Group's performance

	2020 (PLN thousand)	2021 (PLN thousand)	2022 (PLN thousand)	Amount change 2021 vs 2022 (PLN thousand)	Percentage change 2021 vs 2022 (%)
Revenue from contracts with customers	299,308	475,113	608,549	133,436	28.1%
Net profit	106,928	255,683	169,013	(86,670)	(33.9%)

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

	2020 (PLN)	2021 (PLN)	2022 (PLN)	Amount change 2021 vs 2022 (PLN)	Percentage change 2021 vs 2022 (%)
Average monthly salary of Company employees who are not members of the Management Board or the Supervisory Board	9,334	11,534	12,214	680	5.9

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

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

The Incentive Scheme will be implemented in 2022-2024. A participant's entitlement to receive Bonus Shares will be conditionally vested at the end of each calendar year during the term of the Incentive Scheme and will be subject to the fulfillment of the following conditions as determined by the Management Board:

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

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

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

Members of the Management Board who are participants in the Incentive Scheme were entitled to receive the following number of Bonus Shares for 2022:

Gracjan Fiedorowicz – 24,163,

Rafał Nachyna – 28,795.

9. Option to reclaim variable remuneration components

The Remuneration Policy specifies that in cases where Variable Remuneration is granted to members of the Management Board, the rules for awarding it may include provisions allowing the Company to demand reimbursement of Variable Remuneration. In 2022, the Company did not request reimbursement of Variable Remuneration.

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

The Remuneration Policy came into effect on 22 October 2021. No exceptions were made to the procedure for implementing and applying the Remuneration Policy in 2022.

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

The report on the remuneration of members of the Management Board and the Supervisory Board for 2021 was positively assessed in Resolution No. 6/2022 of the Company's Annual General Meeting held on 22 June 2022 concerning an opinion on the report on remuneration of members of the Management Board and the Supervisory Board of Grupa Pracuj S.A. for 2021. The resolution did not contain any additional comments or demands, and as such, no further actions were required to implement it.

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

Maciej Noga