

DRAFT RESOLUTIONS

**Resolution No. 1/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025
on electing the Chairman of the Ordinary General Meeting**

§ 1.

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

**Resolution No. 2/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025
on adopting the agenda**

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) hereby adopts the agenda of the Ordinary General Meeting, published in accordance with Article 402¹ of the Commercial Companies Code, which includes:-----

- 1) Opening of the Ordinary General Meeting.-----
- 2) Election of the Chairman of the Ordinary General Meeting. -----
- 3) Preparing and checking the attendance list. -----
- 4) The ascertainment of the correctness of convening the Ordinary General Meeting and its capability of adopting binding resolutions.-----
- 5) Adoption of the agenda of the Ordinary General Meeting. -----
- 6) Adoption of resolutions on:-----
 - a) consideration and approval of the Management Board's report on the operations of the Company and the Company's Capital Group for the year ended on December 31, 2024; --
 - b) consideration and approval of the Company's standalone financial statement for the year ended on December 31, 2024; -----
 - c) consideration and approval of the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2024; -----
 - d) distribution of the Company's profit for the year ended on December 31, 2024; -----

- e) expressing an opinion on the report of the Supervisory Board of the Company on remuneration of members of the Management and the Supervisory Board of the Company for year 2024; -----
 - f) approval of the report of the Supervisory Board of the Company on its activities in the year ended on December 31, 2024; -----
 - g) granting the vote of acceptance for the discharge of duties in year 2024 to members of the Company's Management Board; -----
 - h) granting the vote of acceptance for the discharge of duties in year 2024 to members of the Company's Supervisory Board;-----
 - i) establishing an incentive scheme for 2025-2027;-----
 - j) amending the Articles of Association and granting authorization to the Management Board to increase the Company's share capital within the limits of authorized capital in order to implement an incentive scheme for key persons in the Company's Capital Group; -----
 - k) creation of reserve capital earmarked for the acquisition of own shares; -----
 - l) granting authorization to the Management Board to acquire the Company's own shares and authorizing the acquisition;-----
 - m) amendment of the Company's Articles of Association; -----
 - n) adoption of the unified text of the Company's Articles of Association; -----
 - o) adoption of a new wording of the remuneration policy for members of the Company's Management Board and Supervisory Board;-----
 - p) appointment of members of the Company's Supervisory Board for a new term of office. ---
- 7) Closing of the Ordinary 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. 3/2025 of the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw of June 16, 2025

**on approving the report of the Management Board on the operations of Grupa Pracuj S.A. and
Grupa Pracuj S.A. Capital Group for the year ended on December 31, 2024**

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), pursuant to Article 395 § 2 point 1) in connection with Art. 393 point 1) of the Commercial Companies Code, having previously considered the report, resolves to approve the Management Board's report on the operations of the Company and the Company's Capital Group for the year ended on December 31, 2024, including also the sustainability reporting of the Company's Capital Group for the year ended on December 31, 2024.-----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Consideration and adoption of this resolution results from the provisions of Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Supervisory Board of the Company in its resolution no. 3 dated March 26, 2025, positively assessed the Report of the Management Board on the operations of the Company and of the Company's Capital Group for the year ended on December 31, 2024 and stated that it was prepared in compliance with the books and documentation as well as with factual state and with the requirements of the relevant regulations, and contains the necessary, synthetic information on the functioning of the Company and the Company's Capital Group in 2024. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt resolution approving the Report of the Management Board on the operations of the Company and of the Company's Capital Group for the year ended on December 31, 2024.

**Resolution No. 4/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on approving the standalone financial statement of Grupa Pracuj S.A. for the year ended on
December 31, 2024***

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), pursuant to Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code, having previously considered the standalone financial statement of the Company for the year ended on December 31, 2024, which comprises: -----

- 1) the comprehensive income statement for the year ended on December 31, 2024, indicating net profit in the amount of PLN 188,045 thousand, -----,
- 2) the financial position statement drafted as of December 31, 2024 presenting the total amount of assets, equity and liabilities in the amount of PLN 912,866 thousand, -----
- 3) the cash flows statement for the year ended on December 31, 2024 indicating cash outflows in the amount of PLN 20,224 thousand, -----,
- 4) the statement of changes in equity for the year ended on December 31, 2024 showing an increase in equity by PLN 63,583 thousand, -----
- 5) explanatory notes,-----

hereby resolves to approve the standalone financial statement of the Company for the year ended on December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Consideration and adoption of this resolution results from the provisions of Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Company's Supervisory Board, in its resolution no. 1 of March 26, 2025, stated that the Company's standalone financial statement for the year ended on December 31, 2024 was prepared thoroughly, in compliance with the books and documentation as well as with factual state, the financial data has been prepared and presented in accordance with the requirements of the relevant regulations. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt a resolution approving the standalone financial statement of the Company for the year ended on December 31, 2024.

The Company's standalone financial statement for the year ended on December 31, 2024 was audited by an independent auditor, who issued an unqualified audit report.

**Resolution No. 5/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on approving the consolidated financial statement of Grupa Pracuj S.A. Capital Group for the
year ended on December 31, 2024***

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), pursuant to Article 395 § 5 of the Commercial Companies Code, having previously considered the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2024, which comprises of: -----

- 1) the consolidated comprehensive income statement for the year ended on December 31, 2024, indicating net profit in the amount of PLN 208,796 thousand, -----,
- 2) the consolidated financial position statement drafted as of December 31, 2024 presenting the total amount of assets, equity and liabilities in the amount of PLN 1,043,792 thousand,-----
- 3) the consolidated cash flows statement for the year ended on December 31, 2024 indicating cash inflows in the amount of PLN 30,550 thousand, -----,
- 4) the consolidated statement of changes in equity for the year ended on December 31, 2024 showing an increase in equity by PLN 68,175 thousand, -----
- 5) explanatory notes,-----

hereby resolves to approve the consolidated financial statement of the Company Capital Group for the year ended on December 31, 2024.-----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Consideration and adoption of this resolution results from the provisions of Article 395 § 5 of the Commercial Companies Code.

The Company's Supervisory Board, in its resolution no. 2 of March 26, 2025, stated that the Capital Group's consolidated financial statement for the year ended on December 31, 2024 was prepared thoroughly, in compliance with the books and documentation as well as with factual state, the financial data has been prepared and presented in accordance with the requirements of the relevant regulations. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt a resolution approving the consolidated financial statement of the Capital Group of the Company for the year ended on December 31, 2024.

The consolidated financial statement of the Capital Group for the year ended on December 31, 2024 has been audited by an independent auditor, who issued an unqualified audit report.

**Resolution No. 6/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

on the distribution of Grupa Pracuj S.A.'s profit for the year ended on December 31, 2024

§ 1.

Acting pursuant to Article 395 § 2 point 2) and Article 348 § 4 and § 5 of the Commercial Companies Code, having familiarized itself with the proposal of the Management Board of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") concerning the manner of distribution of the Company's net profit generated in the year ended on December 31, 2024, and having received a positive opinion of the Company's Supervisory Board on such proposal, the Ordinary General Meeting of the Company hereby resolves to: -----

- 1) distribute the Company's net profit for the year ended on December 31, 2024 in the amount of PLN 188,043,760.67 in the following manner: -----
 - a) to allocate the amount of PLN 144,686,199.00 for the payment of dividend to the Company's shareholders, i.e. in the amount of PLN 2.10 per share, -----
 - b) to allocate the remaining amount of the net profit, i.e. the amount of PLN 43,357,561.67 to the Company's supplementary capital, -----
- 2) determine June 23, 2025 as the dividend date, -----
- 3) set the dividend payment date for July 2, 2025. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *The adoption of a resolution on profit distribution is required under the provision of Article 395 § 2 point 2) of the Commercial Companies Code.*

The proposal to distribute profit in part by allocating for dividend payment to shareholders and in part by allocating to the reserve capital results from the results from resolution no. 1 of the Management Board of the Company dated March 27, 2025 on the adoption of the proposal on distribution of profit generated in the year ended on December 31, 2024, and takes into account the Company's policies regarding payment of dividends.

The Management Board's proposal regarding the manner of distribution of profit generated in the year ended on December 31, 2024 was positively assessed by the Company's Supervisory Board by resolution no. 1 adopted on May 19, 2025. In the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt a resolution on the manner of distribution of net profit generated in the year ended on December 31, 2024 in accordance with the proposal of the Management Board.

At the same time, the draft resolution provides for paying dividend also in respect of 633,164 series D ordinary bearer shares issued under the Management Board's authorization to issue shares within the authorized capital in order to implement incentive scheme No. 1 for key employees of the Company's Capital Group. The increase of the Company's share capital has not been registered in the NCR yet, but the Management Board believes that this will happen before the OGM date.

**Resolution No. 7/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on expressing an opinion concerning the report on remuneration of the members of the
Management and the Supervisory Board of Grupa Pracuj S.A. for the year 2024***

§ 1.

Acting pursuant to Article 395 § 2¹ of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), having previously considered the report, hereby issues a positive opinion on the report of the Supervisory Board of the Company on the remuneration of the members of the Management Board and the Supervisory Board for 2024.-----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Consideration and adoption of this resolution results from the provision of Article 90g(6) of the Act of July 29, 2005 on Public Offering and Conditions for the Introduction of Financial Instruments to Organized Trading System and Public Companies in connection with the provision of Article 395 § 2¹ of the Commercial Companies Code. The resolution of the General Meeting is advisory in nature.

The report on the remuneration of the members of the Company's Management and Supervisory Board for 2024 was approved by the Company's Supervisory Board by resolution no. 9 dated March 26, 2025.

An independent certified auditor issued the report on the performance of a reasonable assurance engagement to assess a remuneration report, in which stated that the Report on remuneration of the members of the Management and the Supervisory Board of Grupa Pracuj S.A. for the year 2024 contains in all material respects, all the elements listed in Art. 90g.1–5 and Art. 90g.8 of the Public Offering Act.

**Resolution No. 8/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on approving the report of the Supervisory Board of Grupa Pracuj S.A. on its activities in the
year ended on December 31, 2024***

§ 1.

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), having previously considered the report, approves the report of the Company's Supervisory Board on its activities in the year ended on December 31, 2024, including the assessment of: (i) the report of the Management Board on the operations of the Company and the Company's Capital Group for the year ended on December 31, 2024, (ii) the standalone financial statement of the Company for the year ended on December 31, 2024 and (iii) the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Pursuant to Article 382 § 3 point 3) of the Commercial Companies Code and rule 2.11 of the Code of Best Practice for WSE Listed Companies 2021, once a year, the Supervisory Board prepares and submits to the Ordinary General Meeting for approval an annual report that includes, among other things, the information specified in the aforementioned regulations.

According to Article 395 § 5 of the Commercial Companies Code the subject matter of the Ordinary General Meeting may be other matters than those listed in § 2 of the aforementioned Article.

The Supervisory Board of the Company adopted the Supervisory Board's report on the operations in the year ended on December 31, 2024 by Resolution No. 5 dated March 26, 2025, and requested its approval by the General Meeting.

**Resolution No. 9/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

**on granting the vote of acceptance to Przemysław Gacek for the discharge of duties in the year
ended on December 31, 2024**

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Przemysław Gacek** (PESEL: 74031200052) for the discharge of duties of the President of the Management Board of the Company in the period from January 1, 2024 until December 31, 2024.

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.

The Management Board's motion regarding granting the vote of acceptance to Przemysław Gacek for the discharge of duties in the year 2024 was positively assessed by the Supervisory Board by means of resolution no. 6 dated March 26, 2025. At the same time in the above-mentioned resolution the Supervisory Board recommended that the General Meeting adopt a resolution regarding granting the vote of acceptance to Przemysław Gacek for the discharge of duties in the year 2024.

**Resolution No. 10/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

**on granting the vote of acceptance to Gracjan Fiedorowicz for the discharge of duties in the
year ended on December 31, 2024**

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in

Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Gracjan Fiedorowicz** (PESEL: 76122800677) for the discharge of duties of the Member of the Management Board of the Company in the period from January 1, 2024 until December 31, 2024.

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Management Board's motion regarding granting the vote of acceptance to Gracjan Fiedorowicz for the discharge of duties in the year 2024 was positively assessed by the Supervisory Board by means of resolution no. 8 dated March 26, 2025. At the same time in the above-mentioned resolution the Supervisory Board recommended that the General Meeting adopt a resolution regarding granting the vote of acceptance to Gracjan Fiedorowicz for the discharge of duties in the year 2024.

**Resolution No. 11/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

on granting the vote of acceptance to Rafał Bogusław Nachyna for the discharge of duties in the year ended on December 31, 2024

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Rafał Bogusław Nachyna** (PESEL: 77032107175) for the discharge of duties of the Member of the Management Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

The Management Board's motion regarding granting the vote of acceptance to Rafał Bogusław Nachyna for the discharge of duties in the year 2024 was positively assessed by the Supervisory Board by means of resolution no. 7 dated March 26, 2025. At the same time in the above-mentioned resolution the Supervisory Board recommended that the General Meeting adopt a resolution regarding granting the vote of acceptance to Rafał Bogusław Nachyna for the discharge of duties in the year 2024.

Resolution No. 12/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025

on granting the vote of acceptance to Maciej Artur Noga for the discharge of duties in the year ended on December 31, 2024

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Maciej Artur Noga** (PESEL: 76072311715) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 13/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025

on granting the vote of acceptance to John Doran for the discharge of duties in the year ended on December 31, 2024

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **John Doran** for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 14/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on granting the vote of acceptance to Wojciech Robert Stankiewicz for the discharge of duties
in the year ended on December 31, 2024***

§ 1

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Wojciech Robert Stankiewicz** (PESEL: 70070200356) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.

**Resolution No. 15/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on granting the vote of acceptance to Przemysław Tomasz Budkowski for the discharge of
duties in the year ended on December 31, 2024.***

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Przemysław Tomasz Budkowski** (PESEL: 81051304558) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.

**Resolution No. 16/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on granting the vote of acceptance to Agnieszka Katarzyna Słomka-Gołębiowska for the
discharge of duties in the year ended on December 31, 2024***

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Agnieszka Katarzyna Słomka-Gołębiowska** (PESEL: 76082402520) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.

**Resolution No. 17/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on granting the vote of acceptance to Mirosław Bogusław Stachowicz for the discharge of
duties in the year ended on December 31, 2024***

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Mirosław Bogusław Stachowicz** (PESEL: 62021102978) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.

Resolution No. 18/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025

on granting the vote of acceptance to Martina van Hettinga for the discharge of duties in the year ended on December 31, 2024

§ 1.

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Martina van Hettinga** for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2024 until December 31, 2024. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

Resolution No. 19/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025

on the establishment of an incentive scheme for 2025-2027

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to § 13(1)(m) of the Articles of Association: -----

- 1) having regard to the legitimate need:-----
 - (i) to duly motivate persons key for the development of the Company's Capital Group - as defined in Article 3(1) point 44) of the Accounting Act of September 29, 1994 (the "**Capital Group**" or the "**Group**"), including members of the Company's management board (the "**Management Board**"), -----
 - (ii) to remunerate key persons in the Group at a level commensurate with the scale of commitment to the Company's long-term business objectives, -----
- 2) taking into account the benefits of binding key persons in the Group more closely to the Capital Group by ensuring their participation in the Company's shareholding structure, -----

hereby resolves as follows:-----

§ 1.

1. An incentive scheme for 2025-2027 (the "**Incentive Scheme**" or "**Scheme**") is being established at the Company for key persons in the Capital Group, including members of the Management Board. -----
2. The Scheme will cover financial years 2025-2027, will be settled by the end of 2028, and will be divided into the following three performance periods ("**Performance Periods**"): -----

Performance Period:	Start date:	End date:
Performance Period 1	January 1, 2025	December 31, 2025
Performance Period 2	January 1, 2026	December 31, 2026
Performance Period 3	January 1, 2027	December 31, 2027

3. The Scheme will be implemented with a view to ensuring optimal conditions for the growth of the Capital Group's financial performance in the Performance Periods and the long-term growth of the Group's value. -----

§ 2.

1. The detailed terms and conditions of the Scheme implementation will be set out in the Scheme rules (the "**Rules**"). -----
2. The Supervisory Board of the Company (the "**Supervisory Board**") is authorized to adopt the Rules, upon the proposal of the Management Board. -----
3. The Management Board will prepare a draft of the Rules (including appendices) and present the same to the Supervisory Board to determine and adopt its final wording. The Supervisory Board will not be bound by the Management Board's proposal or the draft documents presented. -----
4. An amendment to the Rules will require a Supervisory Board resolution. -----
5. The Management Board will have the authority, in accordance with the Rules, to administer the Scheme, including the authority to interpret and construe the provisions of the Rules and to adopt regulations for the administration of the Scheme. -----
6. In case of any doubts regarding the implementation of the Scheme, the Management Board will be obliged to apply to the Supervisory Board for a binding interpretation of the Rules. -----

§ 3.

1. Participants in the Scheme may be persons in a total number of no more than 149 (one hundred and forty-nine) ("**Participants**"), and therefore, in accordance with Article 1(4)(b) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, the Company will not be required to prepare a prospectus (or any other qualified document containing offer-related details) in connection with the implementation of the Scheme. -----
2. The list of Participants will be determined in accordance with the provisions of the Rules. The list may be supplemented or modified and the Participants may be excluded from the Scheme under the conditions provided for in the Rules. -----
3. The Participants will be persons who receive from the Company letters of participation in the Scheme (the "**Letter of Participation in the Scheme**"), acknowledge receipt of such letters, and accept their terms and conditions. -----
4. The Rules will be attached to the Letter of Participation in the Scheme. -----

§ 4.

1. Implementation of the Scheme will consist in granting eligible Participants, directly or as a result of the exercise of rights from derivative financial instruments or the exercise of rights from securities referred to in Article 3(1)(b) of the Act on Trading in Financial Instruments of July 29, 2005, or the exercise of other property rights, the right to actually subscribe for or acquire shares in the Company ("**Shares**"), on the terms, in the amounts and within the timeframe to be specified in the Rules. -----

2. The Rules may, in particular, provide for the allotment of Shares to Participants by way of gratuitous transfer (disposal) of Shares. -----
3. The Shares will be allotted to the members of the Management Board by the Supervisory Board, while to the other eligible Participants by the Management Board. -----

§ 5.

1. Shares earmarked for eligible Participants will be issued through a share capital increase or acquired by the Company by way of a share buyback. -----
2. In order for the Scheme to be implemented, the General Meeting may decide to:-----
 - a) authorize the Management Board to acquire the Company's own shares by way of a buyback in accordance with Article 362 § 1 point 8) of the Commercial Companies Code, or-----
 - b) grant consent to the acquisition by the Company of own shares by way of a buyback, which shares will be offered to eligible Participants in accordance with Article 362 § 1 point 2) of the Commercial Companies Code, or-----
 - c) authorize the Management Board for the Company to make share capital increases as part of the authorized capital specified in Article 444 et seq. of the Commercial Companies Code with the allocation of shares to eligible Participants, or-----
 - d) jointly use the mechanisms listed in (a) - (c).-----
3. If new Shares are issued, they will be taken up by way of a private subscription within the meaning of Article 431 § 2 point 1) of the Commercial Companies Code. -----
4. The maximum number of Shares available to the Participants under the Scheme will be no more than 1,033,473 (one million thirty-three thousand four hundred and seventy-three).-----

§ 6.

The Supervisory Board is authorized to take all necessary steps to give effect to this resolution, and in particular to: -----

- a) adopt the Rules; -----
- b) determine the lock-up period for eligible Participants prohibiting them from disposing of the Shares acquired or taken up as a result of the Scheme implementation, with such period not to exceed five years from the date of the Shares being acquired or taken up; -----
- c) indicate other detailed parameters for the implementation of the Scheme. -----

§ 5.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *The new incentive scheme for 2025-2027 is established with a view to creating mechanisms that encourage and motivate qualified persons, of key importance to the implementation of the Company's and its Capital Group's strategy, to act in their interests and those of the Company's shareholders by enabling them to participate in the Company's shareholding structure. In addition, due to the dependence of the Company's and the Company's group performance on the high-level professionals who will be participants in the incentive scheme, binding them to the Company and the Company's group is necessary to ensure its proper development, and is thus in the interest of the Company and its shareholders.*

Resolution No. 20/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025

on amending to the Articles of Association and granting authorization to the Management Board to increase the Company's share capital within the limits of the authorized capital in order to implement an incentive scheme for key persons in the Company's Capital Group

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 430 § 1 and § 5, and Article 444 § 1 and 2 in connection with Article 445 § 1 in fine, Article 446 § 2 in fine and Article 447 § 1, second sentence of the Commercial Companies Code, as well as § 13(1)(a) of the Articles of Association, hereby revokes the existing authorization in its entirety and grants the Management Board a new authorization to increase the Company's share capital as part of the authorized capital, amending the Articles of Association by replacing the wording of the current § 5¹ of the Articles of Association with the following new wording: --

“§ 5¹

1. *The Management Board is authorized to increase the Company's share capital through the issuance of new series E ordinary bearer shares ("**New Shares**") in a number not exceeding 1,033,473 (one million thirty-three thousand four hundred and seventy-three), with a nominal value of PLN 5.00 (five zlotys) each, and with a total nominal value not exceeding PLN 5,167,365 (five million one hundred sixty seven thousand three hundred and sixty five zlotys) (the "**Authorized Capital**").* -----
2. *Within the limits of the Authorized Capital, by virtue of this authorization, the Management Board is authorised to make one or more subsequent increases in the Company's share capital.* -----
3. *The Management Board's authorization to increase the share capital as part of the Authorized Capital shall expire three years after the Company's Articles of Association, as amended by Resolution of the Ordinary General Meeting of the Company No. 20/2025 dated June 16, 2025, are registered by the Registry Court having jurisdiction over the Company.* -----
4. *Within the Authorized Capital, the Management Board may issue New Shares only in exchange for cash contributions.* -----
5. *As part of any increase in the Company's share capital within the limits of the Authorized Capital, the Management Board may, in the interests of the Company, with the prior consent of the Supervisory Board expressed in the form of a resolution, waive the shareholders' pre-emptive rights to New Shares in whole or in part.* -----
6. *The Management Board is authorized to decide on all matters related to the share capital increase within the Authorized Capital, in particular, the Management Board is authorized to:-----*
 - a) *determine the number of New Shares to be issued within each share capital increase within the limits of the Authorized Capital,* -----
 - b) *determine the issue price(s) of New Shares and determine the date(s) on which the New Shares will participate in dividend,*-----
 - c) *set out detailed terms, timeframe and conditions for the issue of New Shares,* -----
 - d) *set out the detailed terms and conditions of the subscription and offering of the New Shares for subscription, including the detailed wording of the subscription agreement regarding the New Shares in a private subscription within the meaning of Article 431 § 2 point 1) of the Commercial Companies Code,* -----

- e) *take any action aimed at the dematerialization of the New Shares and the registration of the New Shares, in particular in the securities depository maintained by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.), including the conclusion of agreements with the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) for the registration of the New Shares, to take any action to apply for the admission and introduction of the New Shares to trading on the regulated market maintained by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)*-----
7. *The determination by the Management Board of the number of New Shares to be issued within of any share capital increase within the limits of the Authorized Capital and determination of the issue price(s) of the New Shares shall not require consent of the Supervisory Board.* -----
8. *A Management Board resolution adopted within the limits of the Authorized Capital shall replace a General Meeting resolution on the share capital increase.* -----
9. *The authorization of the Management Board to increase the share capital within the limits of the Authorized Capital shall not affect the General Meeting's authority to the ordinary share capital increase during the period the Management Board exercises said authorization."* -----

§ 2.

1. The Ordinary General Meeting, acting in accordance with Article 445 § 1 *in fine* of the Commercial Companies Code, indicates that the adoption of this resolution of the Ordinary General Meeting is motivated by the need to create appropriate conditions for an efficient increase in the Company's share capital in connection with the establishment and implementation of a new incentive scheme for key persons in the Company's capital group for the years 2025-2027 (the "**Incentive Scheme**"). Granting a new authorization to the Management Board, in lieu of the existing authorization, to increase the Company's share capital as part of the Authorized Capital will enable, if reasonable and necessary, the offering of New Shares for subscription to persons of key importance to the Company's capital group ("**Key Persons in the Group**"). The Incentive Scheme will be aimed to properly motivate and remunerate Key Persons in the Group at a level commensurate with the scale of commitment to the Company's long-term business objectives. --
2. The Ordinary General Meeting, acting in accordance with Article 433 § 2 in connection with Article 447 § 2 of the Commercial Companies Code, indicates that granting the Management Board the authority to waive the Company's existing shareholders' pre-emptive rights in whole or in part with the consent of the Supervisory Board is necessary because, in order to achieve the objectives of the Incentive Scheme, the Company may direct the issue of New Shares to persons other than the Company's existing shareholders. It is therefore in the Company's interest to waive pre-emptive rights in whole or in part. Granting the Management Board the authority to determine the issue price(s) will enable the effective and efficient issue of New Shares, under the terms of the Incentive Scheme rules, and the additional requirement to obtain the consent of the Supervisory Board for waiving, in whole or in part, pre-emptive rights with respect to the New Shares provides basic safeguarding for the rights of the Company's existing shareholders. -----
3. The Ordinary General Meeting, following review, approves the opinion presented by the Company's Management Board justifying the reasons for waiving pre-emptive rights and the method of determining the issue price, which is attached to this resolution.-----

§ 3.

1. The justification for this resolution is contained in the Management Board's opinion attached hereto.-----
2. The Ordinary General Meeting of the Company hereby authorizes the Supervisory Board to establish the unified text of the Articles of Association, taking into account the amendments

referred to in this resolution, as well as the amendments adopted by the Management Board by virtue of the authorization granted by the General Meeting by this resolution. -----

§ 4.

This resolution shall come into force upon its adoption, with the amendment to the Articles of Association referred to in § 1 hereof becoming effective upon its registration in the Business Register of the National Court Register. -----

Justification of the draft resolution: *In view of the Company's proposal to establish a new incentive scheme for the years 2025-2027 for key persons in the Company's capital group, it is reasonable to adopt such a statutory mechanism that will allow, if necessary, for an efficient increase in the Company's share capital through the issuance of new Company shares offered for subscription by participants in the incentive scheme. The determination of authorized capital allows for the necessary flexibility to be maintained. Therefore, if proves necessary to issue new shares in order for the incentive scheme to be settled, the Management Board will have a mechanism to carry out the issue of series E shares efficiently and without the need to convene an additional General Meeting for this purpose. The proposed resolution cancels the existing authorization and introduces a new one, as in order to implement the new incentive scheme, due to legal restrictions, the Management Board would be unable to exercise the existing authorization.*

**Resolution No. 21/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

on the creation of reserve capital earmarked for the acquisition of own shares

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 348 § 1 in connection with Article 396 § 4 and 5 of the Commercial Companies Code, in connection with § 7(2-4) and § 8(5) of the Company's Articles of Association, resolves to create a reserve capital earmarked for the acquisition of the Company's own shares (together with the costs of their acquisition) (the "**Reserve Capital**"). -----

§ 2.

In connection with the creation of the Reserve Capital, the Ordinary General Meeting of Shareholders resolves to set aside the amount of PLN 76,500,000 (seventy six million five hundred thousand zlotys) from the supplementary capital and to transfer the same to the Reserve Capital, earmarked as aforesaid, which supplementary capital of the Company will be decreased accordingly. -----

§ 3.

The Company's Management Board is authorized to spend the amounts accumulated in the Reserve Capital to acquire the Company's own shares and cover the cost of their acquisition. -----

§ 3.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Taking into account the supplementary capital accumulated by the Company, the Company's Management Board requests the Ordinary General Meeting to create a reserve capital earmarked for the acquisition of the Company's own shares in the future, including for*

the purpose of implementing the incentive scheme being established for key persons in the Company's capital group.

**Resolution No. 22/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

***on granting authorization to the Management Board to acquire the Company's own shares and
authorizing the acquisition***

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 393 point 6) in connection with Article 362 § 1 point 8) of the Commercial Companies Code in connection with Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, hereby authorizes the Management Board of the Company to acquire own shares ("**Shares**") under the following conditions (the "**Scheme**"): -----

- 1) The Shares will be acquired by the Company for the purpose of fulfilling obligations under incentive schemes established in the Company for persons key to the development of the Company's capital group - within the meaning of Article 3(1) point 44) of the Accounting Act of September 29, 1994. -----
- 2) The total number of Shares acquired as part of the Scheme may not exceed 1,033,473 (one million thirty-three thousand four hundred and seventy-three) Shares, with a total nominal value of no more than PLN 5,167,365 (five million one hundred sixty seven thousand three hundred and sixty five zlotys), which corresponds to 1.5% of the current value of the Company's share capital. -----
- 3) The maximum sum allocated to the Scheme is PLN 76,500,000 (seventy six million five hundred thousand zlotys).-----
- 4) The Management Board is authorized to acquire Shares until the end of 2028 (the "**Scheme Period**"), provided that: -----
 - a) only fully paid-up shares may be acquired;-----
 - b) the total nominal value of the Shares may not exceed 20% of the Company's share capital, including the nominal value of the remaining own shares that have not been disposed of by the Company. -----
- 5) The Shares will be acquired from funds accumulated in the Company's reserve capital (the "**Reserve Capital**") (funds allocated to the Scheme): -----
 - a) established and funded pursuant to Resolution No. 21/2025 of the Company's Ordinary General Meeting of June 16, 2025 from the Company's profits from previous years, and
 - b) funded for this purpose by the General Meeting from the amount that, pursuant to Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution among the Company's shareholders. -----
- 6) The price at which the Company will acquire Shares under the Scheme may not be lower than PLN 45 (forty-five zlotys) and higher than PLN 80 (eighty zlotys). -----
- 7) The total purchase price of the Shares, plus their acquisition cost, may not exceed the value of the Reserve Capital. -----

- 8) The Company may acquire Shares once or repeatedly. -----
- 9) During the Scheme Period, the Management Board, having regard to the interests of the Company, may at its discretion: -----
 - a) terminate the acquisition of Shares at any time; -----
 - b) opt out of acquiring Shares in whole or in part; -----
 - c) abandon the implementation of this resolution at any time; -----
 - d) decide to continue or resume the acquisition of Shares under the terms of this resolution, in the event that the Company's Management Board has previously exercised the authority referred to in (a) - (c) above. -----
- 10) Shares may be acquired as part of transactions: -----
 - a) on the regulated market operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), under the conditions specified in Article 5 of Regulation (EC) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC ("**MAR**") and Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the "**Standard**"); -----
 - b) in a transaction or transactions outside the organized system of trading in financial instruments, conducted by means of a public invitation(s) for the sale of Shares, addressed to all shareholders of the Company (the "**Invitation**"), under the following terms: -----
 - i) the purchase price per Share will be determined by the Management Board (within the limits indicated in sec. 6) above), taking into account market conditions applicable at the time the Company announces the Invitation; -----
 - ii) the number of Shares to be acquired in the context of a given Invitation to submit offers for the sale of Shares and the contents of the Invitation shall be determined each time by the Management Board (taking into account the provisions of this Resolution), and then announced to the public in a relevant current report of the Company; -----
 - iii) the acquisition will be made subject to the following terms: -----
 - the purchase price of the Shares in the context of the Invitation will be the same for all shareholders; -----
 - acquisition of Shares in the context of the Invitation shall be made with equal access of the Company's shareholders to the exercise of the right to sell Shares; -
 - in the event that the number of Shares offered by shareholders for acquisition by the Company in the context of the Invitation is higher than the total number of Shares specified by the Company in the Invitation, the Management Board shall proportionally reduce the offers of shareholders, rounding the fractional number of Shares down to the nearest whole number, so that the total number of Shares is equal to the maximum number indicated by the Company in the Invitation, observing the principle of equal treatment of all shareholders; in the event that the application of the above rule of rounding down the fractional number of Shares to the nearest whole number (the allocation rule) does not allow to cover the entire number of Shares to be acquired by the Company in the Invitation, to that extent

the Company shall acquire the Shares remaining after the above rounding (i.e. shares in the number constituting the difference between the maximum number of Shares indicated in the Invitation and the total number of Shares covered by the reduced and rounded down shareholders' offers) from the shareholder who submitted the offer for the largest number of Shares, and in the case of offers for the same number of Shares, from the shareholder who submitted the offer earlier.

- 11) Acquisition of Shares may be made through investment companies, credit institutions or independently by the Company. -----
- 12) Acquisition of Shares may be carried out by a third party acting for the Company's account pursuant to Article 365 of the Commercial Companies Code.-----

§ 2.

The Ordinary General Meeting of the Company authorizes the Management Board to take all actual or legal acts necessary for or related to the acquisition of Shares in accordance with the content of this resolution, and in particular to:-----

- 1) determine the method (type) of transactions for the acquisition of Shares, the price or conditions for determining the price of the Shares to be acquired, and the maximum number of Shares to be acquired in the context of a given method of transactions;
- 2) in the case of carrying out transactions for the acquisition of Shares outside the regulated market, to determine before the start of the process of acquiring the Shares the terms, conditions and timeframe for making the Invitation, including to determine: -----
 - i) terms and timeframe for submitting offers for the sale of Shares by the Company's shareholders,-----
 - ii) the contents of the offers for the sale of Shares and the announcement of the templates of such offers, and -----
 - iii) terms and conditions of accepting offers for the sale of Shares and settling Share acquisition transactions; -----
- 3) in the case of carrying out the acquisition of Shares on the regulated market, to determine, prior to the commencement of the acquisition of the Shares, the other terms for the acquisition of the Shares, taking into account the relevant conditions and restrictions set forth in this resolution, MAR and the Standard; -----
- 4) submit on behalf of the Company all orders, settlement instructions and perform other actions necessary for the settlement of the Share acquisition transaction; -----
- 5) conclude agreements with selected, appropriate entities for entrusting these entities (taking into account the granting of appropriate authorization) with the performance of all necessary activities for the implementation of this resolution. -----

§ 3.

In addition, the Ordinary General Meeting of the Company, acting pursuant to Article 393 point 6) in connection with Article 362 § 1 point 2) of the Commercial Companies Code, consents to the acquisition of Shares by the Company in the instance specified in Article 362 § 1 point 2) of the Commercial Companies Code, i.e. for the purpose of offering them for purchase to employees or persons who have been employed by the Company or its affiliate for at least three years. -----

§ 4.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: The draft resolution concerns granting the Management Board of the Company authorization to acquire own shares of the Company and consent to the acquisition of such shares - such authorization is necessary to enable the Company to carry out a share buyback. The draft resolution stipulates that the share acquisition will be financed from the capital reserve established for the acquisition of own shares pursuant to resolution number 21/2025 Ordinary General Meeting of the Company dated June 16, 2025. The purpose of the authorization granted to the Management Board is to make a share buyback for the purpose of implementing the incentive scheme to be established in the Company at the same General Meeting of the Company. The buyback may be carried out in one of the two forms provided for in the text of the draft resolution.

**Resolution No. 23/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025
on amendments to the Company's Articles of Association**

§ 1.

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, as well as § 13(1)(a) of the applicable Articles of Association of the Company, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby resolves to amend the Company's Articles of Association in the following manner:-----

a) § 4(1) shall read as follows:-----

"1. The Company's objects shall be:-----

- a) PKD 47.69.C – Retail sale of other products related to culture and recreation, not elsewhere classified-----
- b) PKD 47.40.Z – Retail sale of information and communication technology tools,-----
- c) PKD 60.39.Z – Other activities related to the distribution of content,-----
- d) PKD 58.19.Z – Other publishing activities, except in the field of software,-----
- e) PKD 60 – Broadcasting of free-to-air and subscription programs, activities of news agencies and other content distribution activities,-----
- f) PKD 63. – Service activities of computing infrastructure, data processing, website management (hosting) and other information service activities,-----
- g) PKD 73.30.B – Other public relations and communications activities,-----
- h) PKD 70.20.Z – Business and other management consulting,-----
- i) PKD 73.20.Z – Market research and public opinion polling,-----
- j) PKD 78. – Employment activities,-----
- k) PKD 82.10.Z – Administrative office support activities, including support activities,-----
- l) PKD 82.30.Z – Organization of conventions and trade shows,-----
- m) PKD 85.59.B – Courses and training related to the acquisition of knowledge, skills and professional qualifications in non-school forms,-----
- n) PKD 85.69.Z – Activities supporting education, not elsewhere classified."-----

b) § 15(3) shall read as follows: -----

“3. The first meeting of the Supervisory Board of each term is convened by the Management Board not later than within 3 (three) months 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.” -----

c) § 20(4)(q) shall read as follows:-----

“q) selection or change of the Company’s audit firm, including for the audit of the Company’s and the Capital Group’s financial statements or attestation (or audit) of the Capital Group’s sustainability reporting;” -----

d) in § 20(4), after subsection (z), the following subsections (za)-(zd) shall be added:-----

“za) establishing the content or amending the rules and detailed terms of incentive schemes based on shares or other securities or instruments convertible into shares, including incentive schemes for members of the Management Board, established by the General Meeting;-----

zb) approving and supervising the implementation of the Capital Group’s sustainable development strategy;-----;

zc) monitoring the Company’s management of significant impacts, risks and opportunities related to sustainable development; -----

zd) evaluating periodically (at least once a year) the Company’s activities in the area of sustainable development.” -----

e) § 22(1)(k) shall read as follows:-----

“k) approving the Board’s report on the Company’s and Capital Group’s operations for the last financial year and the annual standalone and consolidated financial statements;” -----

§ 2.

The resolution shall come into force upon its adoption, with effect from the date the amendments to the Company’s Articles of Association are registered in the business register of the National Court Register.

Justification of the draft resolution: *The amendments to the Articles of Association are aimed at (i) aligning the PKD with PKD 2025, (ii) granting the Supervisory Board the authority to determine the content of (or amend) the rules and detailed terms of incentive schemes created by General Meeting resolutions, and (iii) granting the Supervisory Board explicit authority in the area of sustainable development. The remaining changes are clarifying in nature.*

**Resolution No. 24/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

on adoption of the unified text of the Company’s Articles of Association

§ 1.

The Ordinary General Meeting of Grupa Pracuj S.A., with its registered office in Warsaw (the “Company”), hereby resolves to adopt the unified text of the Company's Articles of Association, incorporating the amendments made pursuant to Resolutions No. 20/2025 and 23/2025 of the Company's Ordinary General Meeting dated June 16, 2025, as well as amendments resulting from Resolution No. 1 of the Company's Management Board dated May 13, 2025 on determining the Company's subscribed share capital (notarial deed Repertory A No. 4788/2025 drawn up by Robert Kuskowski – notary public having Notary's Office in Warsaw), with the following wording: -----

[the unified text of the Company's Articles of Association is attached to the notice of the General Meeting]

§ 2.

The resolution shall come into force upon its adoption, with effect from the date the amendments to the Company's Articles of Association are registered in the business register of the National Court Register.

Justification of the draft resolution: *In connection with the changes made pursuant to Resolutions 20/2025 and 23/2025 of this Ordinary General Meeting, in the opinion of the Management Board, it is reasonable for the Ordinary General Meeting to adopt a resolution on the adoption of the unified text of the Company's Articles of Association. The Management Board also proposes to include in the unified text of the Company's Articles of Association a change in the amount of share capital in connection with Management Board's statement of May 13, 2025 determining the amount of share capital.*

Resolution No. 25/2025 of the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw of June 16, 2025

***on the adoption of a new wording of the remuneration policy for members of the Company's
Management Board and Supervisory Board***

§ 1.

Acting pursuant to Article 90e(4) in connection with Article 90d(1) of the Act of July 29, 2005 on Public Offering and Conditions for the Introduction of Financial Instruments to Organized Trading System and Public Companies, the Ordinary General Meeting hereby resolves to repeal the existing wording of the “Remuneration Policy for Members of the Management Board and Supervisory Board of Grupa Pracuj S.A.”, adopted on November 12, 2021 by Resolution No. 4/2021 of the Extraordinary General Meeting of the Company, and to adopt the new wording of the “Remuneration Policy for Members of the Management and Supervisory Board of Grupa Pracuj S.A.” in the wording attached hereto. -----

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *Pursuant to Article 90e (4) of the Act of July 29, 2005 n Public Offering and Conditions for the Introduction of Financial Instruments to Organized Trading System and Public Companies, the Company is required to review the Remuneration Policy for Members of the Management and Supervisory Boards every four years and submit proposed changes to the General Meeting. The Remuneration Policy currently in force was adopted at the Company's Extraordinary General Meeting on November 12, 2021, thus it was reviewed and its new wording proposed to be adopted, bearing in mind the necessity of including the sustainable development objectives in the criteria for awarding variable remuneration to members of the Management Board, and clarifying the content of the existing Remuneration Policy.*

The Company's Supervisory Board, in the Resolution No. 2 adopted on May 19, 2025, decided to recommend to the General Meeting to revise the Remuneration Policy and adopt its new text, which is attached to the draft resolution No. 25/2025 of the Ordinary General Meeting.

**Resolution No. 26/2025- Resolution No. [●]/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

on the appointment of [●] to the Supervisory Board of the Company for a new term of office

Acting pursuant to § 14(1) of the Company's Articles of Association, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), hereby resolves to appoint [●] (PESEL: [●]) to the Company's Supervisory Board for a new term of office as a Supervisory Board Member.

§ 2.

The resolution comes into force upon its adoption.-----

Justification of the draft resolution: *The terms of office of the existing members of the Supervisory Board, appointed for a joint three-year term of office, shall expire as of the date of this Ordinary General Meeting approving the Company's financial statements for the last full financial year of performing their function. Therefore, it is necessary to appoint the Supervisory Board for a new term of office.*