

**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. Andrzej Leganowicz as Chairman of the General Meeting, and Mr. Andrzej Leganowicz accepts this election. -----

§ 2.

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

Having conducted a secret ballot, the person presiding the Meeting stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" - 57,663,249 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 0 votes-----

There were no objections raised to the resolution. -----

**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 with the possibility for the Management Board to waive the existing shareholders' pre-emptive rights to shares issued within the authorized capital in whole or in part with the consent of the Supervisory Board 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.-----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" - 57,663,249 votes,-----

- "against" – 0 votes, -----

- "abstentions" – 0 votes-----

There were no objections raised to the resolution. -----

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.-----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including:-----

- "for" - 57,663,249 votes,-----

- "against" – 0 votes,-----

- "abstentions" – 0 votes-----

There were no objections raised to the resolution.-----

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. -----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" - 57,663,249 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 0 votes -----

There were no objections raised to the resolution. -----

**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. -----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" - 57,663,249 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 0 votes -----

There were no objections raised to the resolution. -----

**Resolution No. 6b/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 July 8, 2025 as the dividend date, -----
- 3) set the dividend payment date for July 15, 2025. -----

§ 2.

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

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 49,624,566 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 8.038.683 votes -----

There were no objections raised to the resolution. -----

**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.-----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including:-----

- "for" – 50,829,035 votes,-----

- "against" – 6,834,214 votes,-----

- “abstentions” – 0 votes-----

There were no objections raised to the resolution.-----

**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.-----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 57,661,766 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 56,601,004 shares, which constitutes 82.15 % of the share capital of the Company. -----

The total of 56,601,004 valid votes was cast, including: -----

- "for" – 56,599,521 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,144,286 shares, which constitutes 82.94 % of the share capital of the Company. -----

The total of 57,144,286 valid votes was cast, including: -----

- "for" – 57,142,803 votes, -----

- "against" – 0 votes, -----

- “abstentions” – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,179,314 shares, which constitutes 82.99 % of the share capital of the Company. -----

The total of 57,179,314 valid votes was cast, including: -----

- "for" – 57,177,831 votes, -----

- "against" – 0 votes, -----

- “abstentions” – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 51,906,317 votes,-----

- "against" – 0 votes,-----

- "abstentions" – 5,756,932 votes-----

There were no objections raised to the resolution.-----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 57,661,766 votes,-----

- "against" – 0 votes, -----
- "abstentions" – 1,483 votes-----
There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 57,661,766 votes, -----
- "against" – 0 votes, -----
- "abstentions" – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 57,661,766 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 57,661,766 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 57,661,766 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 1,483 votes-----

There were no objections raised to the resolution. -----

**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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 57,661,766 votes, -----

- "against" – 0 votes, -----

- "abstentions" – 1,483 votes-----

There were no objections raised to the resolution. -----

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.-----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83,69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 48,641,266 votes,-----

- "against" – 7,681,983 votes,-----

- "abstentions" – 1,340,000 votes-----

There were no objections raised to the resolution.-----

**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 the Articles of Association and granting authorization to the Management Board to increase the Company's share capital within the limits of authorized capital with the possibility for the Management Board to waive the existing shareholders' pre-emptive rights to shares issued within the authorized capital in whole or in part with the consent of the Supervisory Board 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. -----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,661,767 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,661,767 valid votes was cast, including: -----

- "for" – 48,640,655 votes, -----

- "against" – 7,681,112 votes,-----

- "abstentions" – 1,340,000 votes -----

There were no objections raised to the resolution. -----

**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. -----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 48,640,654 votes, -----

- "against" – 7,682,595 votes, -----

- "abstentions" – 1,340,000 votes -----

There were no objections raised to the resolution. -----

**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.-----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83,69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 48,640,654 votes, -----

- "against" – 7,682,595 votes,-----

- "abstentions" – 1,340,000 votes -----

There were no objections raised to the 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.

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 54,059,473 votes, -----

- "against" – 3,603,776 votes,-----

- “abstentions” – 0 votes-----

There were no objections raised to the resolution. -----

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: -----

“ARTICLES OF ASSOCIATION GRUPA PRACUJ SPÓŁKA AKCYJNA

WITH ITS REGISTERED OFFICE IN WARSAW
(consolidated text)

I. GENERAL PROVISIONS

§ 1

1. The Company was created by way of the transformation of Grupa Pracuj spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw into a joint-stock company. -----
2. The Company conducts business under the business name of Grupa Pracuj spółka akcyjna -----
3. The Company may use an abbreviated name Grupa Pracuj S.A. -----
4. The Company has its registered office in Warsaw. -----

§ 2

1. The Company may operate in the territory of the Republic of Poland and abroad. -----
2. The Company may establish and operate branches, enterprises, sub-divisions, representative offices and other organizational units, and participate in other companies and enterprises in the Republic of Poland and abroad. -----

§ 3

1. The term of the Company shall be indefinite. -----
2. The Company's financial year is a calendar year. -----

II. SCOPE OF BUSINESS

§ 4

1. The scope of the Company's business is as follows: -----
 - 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.

2. If engaging in any kind of activity requires a license or permit, or satisfying any statutory requirements, the Company will only engage in that activity after having obtained the license or permit, or satisfying the requirements. -----
3. A material change to the scope of the Company's business may be implemented without a buy-out of shares of the shareholders objecting to the change if the resolution implementing the change is adopted by a majority of two-thirds (2/3) of the votes in the presence of persons representing at least half of the share capital of the Company. -----

III. SHARE CAPITAL; SHARES

§ 5

1. The Company's share capital amounts to PLN 344,490,950.00 (three hundred forty four million four hundred ninety thousand nine hundred fifty zlotys) and is divided into 68,898,190 (sixty eight million eight hundred ninety eight thousand one hundred ninety) shares with a nominal value of PLN 5.00 (five zlotys) each, of which: -----
 - a) 48,686,990 (forty eight million six hundred eighty six thousand nine hundred ninety) series A ordinary bearer shares; -----
 - b) 18,155,860 (eighteen million one hundred and fifty-five thousand eight hundred and sixty) series B ordinary bearer shares; -----
 - c) 1,261,400 (one million two hundred sixty-one thousand four hundred) series C ordinary bearer shares, and-----
 - d) 793,940 (seven hundred ninety three thousand nine hundred forty) series D ordinary bearer shares. -----
2. During the period when the Company is a public company within the meaning of the relevant provisions of law, in particular the Act on Public Offering, the conversion of bearer shares into registered shares is not permitted. -----
3. The Shares are disposable.-----
4. The Company may issue bonds, including convertible bonds and bonds with pre-emptive rights. In case of the convertible bonds the manner of issuance, number of the bonds and their nominal value must be determined in a resolution of the General Meeting. -----
5. Pursuant to the relevant provisions of the law, a pledgee and user can exercise the voting rights attached to shares on which a pledge or use was established, if so provided by a legal action establishing a limited right in rem and if an appropriate annotation has been made reflecting its establishment and the entitlement to exercise voting rights.-----

§ 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. -----

§ 6

1. Shares can be redeemed upon the concerned shareholder's consent (voluntary redemption), by way of acquisition of the shares by the Company for a consideration or without consideration. --
2. In addition to the concerned shareholder's consent, a voluntary redemption requires a resolution of the General Meeting. The resolution should in particular identify the legal basis for the redemption, the amount of consideration due to the holder of the shares being redeemed, or a rationale for redeeming the shares without consideration and the manner of decreasing the share capital.-----

IV. THE COMPANY'S FINANCES

§ 7

1. The Company keeps its accounts and books in accordance with the relevant provisions of law. --
2. The Company's equity includes, in particular: -----
 - a) share capital; -----
 - b) supplementary capital; -----
 - c) capital reserves. -----
3. The Company may establish and reverse, by resolution of the General Meeting of Shareholders, capital reserves and special purpose funds at the beginning or during a financial year. -----
4. The designation of supplementary capital and capital reserves is determined by the General Meeting.-----

§ 8

1. The shareholders have the right to participate in Company's profits reported in audited financial statements, which the General Meeting has assigned for distribution among the shareholders. ---
2. The profits are distributed pro rata to the number of shares. If the shares have not been fully paid-up, the profits are distributed pro rata to the contributions actually made against the shares. -----
3. The General Meeting is authorized to set a date on which a list of shareholders entitled to dividend for the given financial year is determined (the dividend day) and the dividend payment date. -----
4. The General Meeting may resolve to exclude all or some of the Company's profit from division among the shareholders and designate it for other purposes identified in the resolution. -----
5. The Company's profit can be in particular designated for transfer to the supplementary capital, capital reserves or other special purpose funds. -----
6. Pursuant to the Commercial Companies Code, the Management Board is authorized to pay an interim dividend to the shareholders on account of the anticipated dividend at the end of a financial year. -----

V. GOVERNING BODIES

§ 9

- The governing bodies of the Company are: -----
- a) General Meeting; -----
 - b) Supervisory Board; and -----
 - c) Management Board. -----

A. GENERAL MEETING

§ 10

1. The General Meeting may be held as annual or extraordinary.-----
2. General Meetings are held at the Company's registered office. -----
3. Each share entitles its holder to one vote at the General Meeting. The General Meeting is valid regardless of the number of shares represented at it, unless the Commercial Companies Code or the Articles of Association provide otherwise. -----
4. The General Meeting is convened by the Management Board.-----
5. The General Meeting shall be convened by means of an announcement on the Company's website and in the manner specified for communicating current information, pursuant to the provisions of the Act on Public Offering. The announcement shall be made at least 26 days before the date of the General Meeting. The notice of the General Meeting shall be accompanied by an agenda specifying the subject of such meeting and all of the relevant papers and documents. ----
6. The shareholders may participate in the meeting by means of videoconference or similar means of electronic communication (*przy wykorzystywaniu środków komunikacji elektronicznej*). The relevant rules for participation in the General Meeting using electronic means of communication shall be adopted by the Supervisory Board. -----
7. The Supervisory Board may convene an annual General Meeting if the Management Board fails to convene it within the time period allowed by the Commercial Companies Code or the Articles of Association.-----
8. The Supervisory Board may convene an extraordinary General Meeting, should it decide that convening it is desirable. This right can also be exercised by a shareholder or shareholders representing at least 50% of the share capital or at least 50% of all votes in the Company.
9. A shareholder or shareholders representing at least one twentieth (1/20) of the Company's share capital may request the convening of an extraordinary General Meeting and the inclusion of particular matters on its agenda. Such a request should be submitted in writing or in electronic form to the Management Board. The General Meeting shall be convened within two weeks from the date of the request. -----

§ 11

1. The annual General Meeting should take place within six months of the end of each financial year. -----
2. Resolutions of the General Meeting are adopted by a simple majority of votes, unless the Commercial Companies Code or other relevant provisions of the law require otherwise.-----

§ 12

1. The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman or, in absence of these persons – by the President of the Management Board or a person appointed by the Management Board. The Chairman of the General Meeting is elected from among the persons entitled to participate in the General Meeting.-----
2. The General Meeting may adopt the rules of the General Meeting. -----

§ 13

1. In addition to the other matters identified in the Commercial Companies Code and the Articles of Association, a resolution of the General Meeting is required for each of the following matters: ----
 - a) amending the Articles of Association;-----
 - b) increasing or decreasing the share capital of the Company;-----
 - c) redeeming or acquiring by the Company of shares in its share capital;-----
 - d) transformation, merger or division of the Company;-----
 - e) winding up or liquidation of the Company;-----
 - f) disposal or leasing or establishing any encumbrance on the Company's enterprise or an organized part thereof;-----
 - g) issuing convertible bonds, bonds with pre-emptive rights or subscription warrants;-----
 - h) determining the dividend day and dividend payment date;-----
 - i) reviewing the matters submitted by the Supervisory Board, Management Board or shareholders;-----
 - j) appointing and dismissing members of the Supervisory Board, with the exception of appointing and dismissing Supervisory Board members by way of exercising personal rights (*uprawnienie osobiste*) specified in § 14 Sections 2 and 3;-----
 - k) determining the rules of remuneration for members of the Supervisory Board;-----
 - l) determining the remuneration policy of the Management Board and the Supervisory Board (*polityka wynagrodzeń*) according to the Act on Public Offering;-----
 - m) adopting incentive plans based on shares or other securities or instruments convertible to shares, including incentive schemes for Management Board members.-----

B. SUPERVISORY BOARD

§ 14

1. The Supervisory Board shall consist of no fewer than five (5) and not more than eight (8) members appointed and dismissed by the General Meeting, subject to § 14 Sections 2-3, as the case may be. In the event of the election of Supervisory Board members by voting in groups, in accordance with the provisions of the Commercial Companies Code, the Supervisory Board to be elected in this manner shall consist of 6 (six) members.-----
2. Pursuant to Article 354 of the Commercial Companies Code, Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title) - depending on which of them holds as of the date of exercising the right the greater number of shares - has a personal right (*uprawnienie osobiste*) to appoint, dismiss and suspend:-----
 - a) majority of Supervisory Board members (i.e. three (3) where of the Supervisory Board consists of five (5) members, four (4) where of the Supervisory Board consists of six (6) or seven (7) members and five (5) where of the Supervisory Board consists of eight (8) members) including the Chairman of the Supervisory Board, as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds at least 25% of Company's shares;-----

- b) two (2) Supervisory Board members including the Chairman of the Supervisory Board, as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds at least 5% of Company's shares but less than 25% of the Company's shares. -----
- c) one (1) Supervisory Board member, as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds less than 5% of Company's shares but at least 1% of the Company's shares. -----

The General Meeting cannot dismiss or suspend any Supervisory Board member appointed by Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title).-----

- 3. Pursuant to Article 354 of the Commercial Companies Code, the Investor (or its legal successors under universal title), has a personal right (*uprawnienie osobiste*) to appoint, dismiss and suspend one (1) Supervisory Board member, as long as the Investor (or its legal successors under universal title) holds in aggregate at least 5% of the Company's shares. -----
The General Meeting cannot dismiss or suspend any Supervisory Board member appointed by the Investor (or its legal successors under universal title). -----
- 4. Members of the Supervisory Board are appointed for a joint, three-year term of office. The term of office shall be calculated in full financial years. The mandate of a Supervisory Board member expires upon the holding of the General Meeting approving the financial statement of the Company for the last full financial year of holding the function. -----
- 5. If the mandate of a Supervisory Board member expires as a result of his/her resignation or death, the other Supervisory Board members may resolve to appoint a new member to fill-in the vacancy. Such a new member will perform his/her duties until a new Supervisory Board member is elected by the General Meeting, or as described in § 14 Section 2-3.-----
- 6. Supervisory Board members can be re-appointed for subsequent terms of office. Appointment may be made no earlier than one year before the expiration of the current term of a member of the Supervisory Board.-----

§ 15

- 1. 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 – the Chairman of the Supervisory Board shall be elected in a secret ballot by the General Meeting.-----
- 2. Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board or, in situation when the Chairman of the Supervisory Board cannot perform his/her duties a person authorized by him/her acts as Chairman's substitute or if such person is not appointed by the oldest member of the Supervisory Board. -----
- 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. -----

§ 16

1. The Chairman of the Supervisory Board or, in the circumstances specified in the Articles of Association, a person appointed by the Chairman of the Supervisory Board, convenes Supervisory Board meetings on its own initiative or upon request of the Management Board or a Supervisory Board member. The Chairman or a person appointed by the Chairman must convene the meeting within two (2) weeks of submission of the relevant motion with the agenda in line with the request. In case of ineffective expiration of such deadline, the person who submitted the motion will be authorized to convene the Supervisory Board meeting. -----
2. Supervisory Board meetings are held as-needed, but at least once in a calendar quarter. -----
3. Management Board members and other persons invited by the Chairman of the Supervisory Board or, in his absence, by a person appointed by the Chairman of the Supervisory Board, may participate in Supervisory Board meetings, unless the agenda of the meeting includes matters directly concerning the Management Board or its members, in particular their dismissal, liability or remuneration. -----
4. Supervisory Board meetings are convened by sending invitations by registered mail at least 14 (fourteen) days before the scheduled date of the meeting. Supervisory Board meeting may also be convened by sending invitations by electronic mail at least seven (7) days before the scheduled date of the meeting. -----
5. An invitation to a Supervisory Board meeting should specify its place, date, hour and agenda, as well as the way of use of electronic means of communication during the meeting. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the members of the Supervisory Board participating in the meeting objects to it. -----
6. Supervisory Board can be held without formal convening if all Supervisory Board members agree to hold the meeting in such way and do not object to the inclusion of individual items on the agenda. -----
7. In urgent matters the Chairman of the Supervisory Board or a person appointed by the Chairman, may command a different manner and terms for inviting Supervisory Board members to a meeting, in particular different than the terms set out in Section 4 above. -----
8. Supervisory Board resolutions are recorded in the form of minutes. -----
9. Supervisory Board meetings can be attended with the use of electronic means of communication. -----

§ 17

1. The Supervisory Board adopts its resolutions by a simple majority of votes, in the presence of at least one-half of the Supervisory Board members, unless mandatory provisions of law stipulate more strict requirements for adopting such resolutions. -----
2. In the event of a tied vote, the Chairman of the Supervisory Board has the casting vote. -----
3. For the resolutions adopted at the meeting of the Supervisory Board to be valid, it is required that all the members of the Supervisory Board are invited to the meeting. -----

4. Resolutions of the Supervisory Board may be adopted in writing or with the use of electronic means of communication, provided that a resolution adopted in the above manner shall be valid only if all the members of the Supervisory Board have been notified of the content of the draft resolution and at least a half of the Supervisory Board members took part in adopting the resolution. -----
5. Members of the Supervisory Board may participate in the adoption of resolutions of the Supervisory Board by voting in writing and delivering such vote through the intermediation of another member of the Supervisory Board. Votes may not be cast in writing with respect to any matters that have been added to the agenda during the Supervisory Board meeting. -----
6. A Supervisory Board Member shall inform the Supervisory Board of any existing or threatened conflict of interests and shall not take part in the voting on a resolution on a matter in respect of which such conflict may arise with that Supervisory Board member. A Supervisory Board member may not accept any benefits, which may affect his/her impartiality and objectivity when making decisions or adversely impact the assessment of independence of his/her opinions and judgments. -----

§ 18

The Supervisory Board may adopt its own by-laws that shall specify in detail the manner of its operation.

§ 19

1. Supervisory Board members take part in Supervisory Board meetings and perform their duties personally, subject to § 17 Section 5 of the Articles of Association. -----
2. Supervisory Board members are entitled to the remuneration specified by the General Meeting. -
3. The Supervisory Board performs its duties collectively, although it may delegate its members to perform certain supervisory activities individually. -----

§ 20

1. The Supervisory Board exercises ongoing supervision over the affairs of the Company with respect to all areas of its operations. -----
2. In order to fulfil its obligations, the Supervisory Board may examine any Company documents, request the Management Board and Company employees to prepare or provide information, documents, reports and submit explanations regarding the Company, subsidiaries and affiliates, audit all Company books and documents and check the Company's inventory. The Management Board may not limit the Supervisory Board members' access to the information, documents, reports or explanations referred to in the preceding sentence. The Company is required to provide the Supervisory Board with the books and documents it may request and with reports and explanations promptly following the receipt of request, but in no event later than within two weeks from the day on which relevant request was made to the body or obliged person, unless another time limit was provided in the request. -----
3. The Supervisory Board may adopt a resolution on the examination, at the Company's expense, of specific matter related to the Company's activity or assets, as well as preparation of certain analyses and opinions by Supervisory Board's advisor. The Supervisory Board's advisor shall not be an entity related to the Company or any member of the Supervisory Board. Before selecting

the advisor, the Supervisory Board should obtain proposals from at least two entities. When selecting the advisor, the Supervisory Board shall take into account the amount of the proposed remuneration, the previous experience of the advisor, the availability of qualified specialists and the ability to execute the assignment within the timeframe specified by the Supervisory Board. The Supervisory Board may establish additional criteria for the selection of the advisor. The maximum total remuneration of all advisors to the Supervisory Board in a given financial year shall not exceed PLN 50,000.00 (fifty thousand zlotys) net. -----

4. The powers of the Supervisory Board include in particular:-----
- a) reviewing the Management Board's report on the Company's activities and the financial statements for each financial year in terms of their compliance with the Company's books and documents as well as the actual state of affairs; -----
 - b) evaluation of the Management Board's proposals concerning the distribution of profit or coverage of loss; -----
 - c) preparing an assessment of the Company's situation, taking into account an assessment of adequacy and effectiveness of the internal control system, the system of management of risks material for the Company, compliance system and internal audit system; -----
 - d) assessment of performance by the Management Board of information obligations towards the Supervisory Board; -----
 - e) assessment of the manner of preparation or provision to the Supervisory Board by the Management Board of information, documents, reports or explanations requested in accordance with § 20 Section 2; -----
 - f) submitting annual written reports on the review referred to in items a)-e) above to the General Meeting together with information on the total remuneration of Supervisory Board's advisors due from the Company in the given financial year; -----
 - g) approving the Management Board's by-laws;-----
 - h) appointing and dismissing or suspending members of the Management Board and liquidators, with the exception of appointing and recalling Management Board members exercising personal powers specified in § 22 Section 4; -----
 - i) delegating Supervisory Board members to independently perform certain supervisory activities or to perform on an interim basis the duties of Management Board members who were dismissed, resigned or are unable to perform their duties due to other reasons; -----
 - j) granting consent to the establishment of enterprises, branches, representative offices and other establishments abroad; -----
 - k) reviewing and assessing drafts of the General Meeting resolutions and giving opinions on Management Board's motions addressed to the General Meeting; -----
 - l) granting consent for incurring liabilities by the Company with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys), whereby for continuous obligations (i.e. obligations with continuous or periodic

- performance), the value of the obligation is considered to be the sum of the monetary performance that make up the main performance (excluding incidental performances) in the first 12 months of the contract, and in the case of contracts concluded for less than 12 months, for the entire term of the contract; -----
- m) granting consent for the acquisition or disposal of a right or a share in ownership right or the right of perpetual usufruct of a property with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys); -----
 - n) granting consent for the disposal of assets with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys); -----
 - o) the establishment of Encumbrances over the Company's material assets with a value exceeding the equivalent of 10% of the Capital Group's revenue from contracts with clients for the last financial year as indicated in the latest published annual consolidated financial statement of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys) or issuing of guarantees, sureties or bills of exchange to secure the liabilities of entities which are not Capital Group members; -----
 - p) determination of the amount of remuneration of Management Board members subject to provisions of the remuneration policy adopted by the General Meeting; -----
 - 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; -----
 - r) granting consent to Management Board members to engage in Competitive Business;
 - s) preparing and submitting to the ordinary General Meeting opinions, information, reports and other relevant documents that are to be prepared by the supervisory board of a company listed on a regulated market operated by the WSE, in particular on the terms and conditions set forth in the Best Practice for WSE Listed Companies; -----
 - t) monitoring of the effectiveness of internal control, risk management, compliance and internal audit systems and performing an annual assessment of the functioning of these systems, in particular based on the rules laid down in the Best Practice for WSE Listed Companies; -----
 - u) granting consent for entering by the Company into a significant transaction with its related parties (within the meaning of Article 90h(1) of the Act on Public Offering), if required by Article 90h onwards of the Act on Public Offering; -----
 - v) preparing and amending a procedure of periodic evaluation of the Company's transactions with its related parties in the scope specified by the relevant provisions of law, in particular Article 90j of the Act on Public Offering; -----
 - w) preparing and adopting detailed rules of holding General Meetings with use of electronic

- means of communication;-----
- x) adopting a decision on temporary suspension of the application of the remuneration policy in respect of Management Board and Supervisory Board members pursuant to the rules laid down by the relevant provisions of the law, in particular the Act on Public Offering; ----
 - y) preparing reports on the remuneration of Management Board and Supervisory Board members pursuant to the rules laid down by the relevant provisions of the law, in particular the Act on Public Offering; -----
 - z) determining the consolidated text of the amended Articles of Association or introducing other editorial changes specified in the resolution of the General Meeting; -----
 - 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.-----

§ 21

1. Independent Supervisory Board members: -----
 - a) At least 2 (two) Supervisory Board members should be the Independent Supervisory Board Members. -----
 - b) An Independent Supervisory Board Member shall deliver to the remaining Supervisory Board members and the Management Board a statement that he/she meets the independence criteria specified in the applicable provisions of law.-----
 - c) If only one or none of the Supervisory Board members meets the independence criteria set out in the applicable provisions of law, but the Supervisory Board has the minimum number of Supervisory Board members required by these Articles of Association, the Supervisory Board is authorized to act and exercise its rights and obligations, in particular to pass resolutions. The loss of the status of an Independent Supervisory Board Member by a member of the Supervisory Board shall not cause expiry of his/her mandate and shall not affect the ability of the Supervisory Board to exercise its powers as provided for in the Commercial Companies Code and the Articles of Association. -----
2. Supervisory Board committees:-----
 - a) When required the Supervisory Board sets up permanent or ad hoc committees functioning within the Supervisory Board to perform certain supervisory activities (Supervisory Board's committees). The members of a given Supervisory Board committee shall be appointed from among the Supervisory Board members. The composition, powers, duties, responsibilities and manner of operation of a given committee acting within the Supervisory

Board are set forth by the relevant provisions of law, the Articles of Association and the Supervisory Board's by-laws. To the extent not regulated by the provisions of law, the Articles of Association or the Supervisory Board's by-laws, the composition, powers, duties, responsibilities and manner of operation of a given committee acting within the Supervisory Board are set forth in rules of that committee functioning within the Supervisory Board. ----

- b) On the terms and for a period set forth by the provisions of the Act on Statutory Auditors or other applicable provisions of law, an Audit Committee operates within the Supervisory Board. The Chairman of the Audit Committee is appointed by the members of the Audit Committee. -----

C. MANAGEMENT BOARD

§ 22

1. The Management Board manages the Company's affairs and represents the Company. Each member of the Management Board may conduct, without a prior resolution of the Management Board, matters which do not exceed the scope of ordinary activities of the Company. If, prior to the handling of a matter referred to in the preceding sentence, even one of the other members of the Management Board objects to the handling of a specific matter or if the matter exceeds the scope of ordinary activities of the Company, a prior resolution of the Management Board is required. Matters exceeding the scope of ordinary activities of the Company are considered to be, in particular: -----
- a) incurring liabilities with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys), whereby for continuous obligations (i.e. obligations with continuous or periodic performance), the value of the obligation is considered to be the sum of the monetary performance that make up the main performance (excluding incidental performances) in the first 12 months of the contract, and in the case of contracts concluded for less than 12 months, for the entire term of the contract, excluding contracts concluded within the ordinary course of business of the Company;-----
- b) acquiring, taking up, disposing of or establishing Encumbrances over shares in other companies or making other equity investments, with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys) (within one or series of related transactions with the same entity in the given calendar year);-----
- c) acquiring, disposing of or establishing Encumbrances over Company's material assets with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys); -----
- d) incorporating subsidiary companies or branches of the Company, execution of articles of association of partnerships; -----
- e) redeeming liabilities owed to the Company by third parties with a value exceeding the equivalent of 2,000,000.00 PLN (two million zlotys), whereby for continuous obligations (i.e. obligations with continuous or periodic performance), the value of the obligation is considered to be the sum of the monetary performance that make up the main performance and incidental performances in the first 12 months of the contract, and in the case of

- contracts concluded for less than 12 months, for the entire term of the contract, excluding liabilities owed by entities from the Capital Group; -----
- f) conclusion of a settlement or withdrawal of an action combined with a waiver of a claim or acknowledgment of a claim in any court or out-of-court proceedings, if the value of the subject matter of the dispute exceeds the equivalent of PLN 2,000,000.00 (two million zlotys); -----
 - g) taking out credit facilities or loans, concluding agreements on granting bank guarantees, granting loans, guarantees or sureties, including bill of exchange guarantees, with a value exceeding the equivalent of PLN 5,000,000.00 (five million zlotys), excluding taking out and granting intra-group loans; -----
 - h) conclusion of agreements, contracts and investment arrangements containing exclusivity clauses granted by the Company to third parties; -----
 - i) making donations by the Company with a value exceeding the equivalent of PLN 2,000,000.00 (two million zlotys); -----
 - j) adoption and amendment of bylaws and internal policies; -----
 - k) 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; -----
 - l) adoption of a motion on profit distribution or loss coverage; -----
 - m) decisions on incentive schemes; -----
 - n) decisions on group layoffs; -----
 - o) appointment of the Company's commercial proxy; -----
 - p) adoption, amendment or repealing of the Bylaws of the Management Board; -----
 - q) division of competencies among individual members of the Management Board; -----
 - r) adoption of annual budgets and strategic plans; -----
 - s) adoption or amendment of accounting principles (policies); -----
 - t) convening the General Meeting; -----
 - u) decisions on identification of inside information, as well its delay; -----
 - v) matters for which a resolution of the Management Board is required by the provisions of law or the Articles of Association.. -----

A resolution of the Management Board shall not be required for the performance of an action that is an integral part of another action that the Management Board has already agreed to perform, unless otherwise stated in Management Board's resolution. -----

2. The Company's Management Board consists of 1 (one) to 7 (seven) members, including the President of the Management Board. -----
3. Management Board members, including the President of the Management Board, are appointed and dismissed by the Supervisory Board, subject to § 22 Section 4, provided that the first Management Board was appointed by a resolution of the Shareholders' Meeting on the transformation, adopted upon the transformation of Grupa Pracuj spółka z ograniczoną odpowiedzialnością into Grupa Pracuj spółka akcyjna. -----
4. Pursuant to Article 354 of the Commercial Companies Code, Przemysław Gacek or Frascati

- Investments (or their respective legal successors under universal title) - depending on which of them holds as of the date of exercising the right the greater number of shares - has the personal right (*uprawnienie osobiste*) to appoint and dismiss the President of the Management Board as long as Przemysław Gacek or Frascati Investments (or their respective legal successors under universal title), respectively, holds at least 25% of Company's shares.-----
5. Members of the Management Board are appointed and dismissed by a resolution of the Supervisory Board adopted by a simple majority of votes in the presence of at least half of its members, subject to § 22 Section 4. The General Meeting may dismiss the President of the Management Board of Directors appointed in exercise of the personal right specified in Section 4 only for valid reasons. Valid reasons include, in particular: (i) acting to the detriment of the Company, as established by a final judgment, (ii) permanent inability to properly conduct the Company's affairs, (iii) final conviction for a crime.-----
 6. If the Management Board consists of more than 1 member, the Company shall be represented by the President of the Management Board acting individually, two Management Board members acting jointly or one Management Board member acting jointly with a commercial proxy. -----
 7. The Management Board deliberates and passes resolutions at meetings, subject to § 22 Section 11.-----
 8. Meetings of the Management Board are convened by the President of the Management Board or the person nominated by the President of the Management Board as his/her substitution. -----
 9. Management Board meetings are held as-needed, but at least once in a calendar quarter. The person convening a meeting notifies the Management Board members of the convening, date, place and subject of the meeting by email, courier mail, telephone or by a notice delivered directly to the Management Board members against receipt. Notice of a Management Board meeting is not required if all members of the Management Board are present at the meeting and consent to hold the meeting and to put certain matters on the agenda.-----
 10. Attendance at Management Board meeting is also possible with the use of electronic means of communication. -----
 11. Resolutions of the Management Board may be adopted in writing or with the use of electronic means of communication. Members of the Management Board may also participate in the adoption of resolutions of the Management Board by voting in writing through other member of the Management Board. -----
 12. Resolutions of the Management Board are adopted by a simple majority of votes. In the event of a tie vote, the President of the Management Board has the casting vote. -----
 13. Members of the Management Board are appointed for a joint, five-year term of office. The term of office shall be calculated in full financial years. The mandate of a Management Board member expires upon the holding of the General Meeting approving the financial statement of the Company for the last full financial year of holding the function.-----
 14. Management Board members can be re-appointed for subsequent terms of office. Appointment may be made no earlier than one year before the expiration of the current term of a member of the Management Board. -----

15. The Management Board may adopt its by-laws which are subject to the approval of the Supervisory Board.-----

§ 23

1. The Management Board is obliged, without additional request, to provide the Supervisory Board with information on: -----
- a) resolutions of the Management Board and their subject matter; -----
 - b) Company's current business and financial situation; -----
 - c) progress in implementing the Company's development strategy and any significant deviations from it; -----
 - d) transactions or events affecting the Company's situation; -----
 - e) changes in information previously provided to the Supervisory Board, if such changes materially affect the Company's situation. -----
2. Performance of obligations referred to in Section 1 letters b)-e) includes information held by the Management Board regarding subsidiaries that conduct operational activity that is significant to the Company. -----
3. Information referred to in Section 1 and 2 shall be provided: -----
- a) in the cases specified in Section 1 letters a)-c) - at least once a quarter - at the meeting of the Supervisory Board held in a given quarter of the financial year; -----
 - b) in the cases specified in Section 1 letters d)-e) - immediately after the occurrence of certain events, no later than at the next meeting of the Supervisory Board, -----
- in writing (including in electronic form), unless it is not possible to keep this form due to the necessity of immediate provision of information to the Supervisory Board. -----

§ 24

1. Management Board members may appoint a commercial proxy. Appointing a commercial proxy requires the consent of all members of the Management Board. -----
2. A commercial proxy can be revoked by any member of the Management Board. -----

§ 25

1. Without the consent of the Supervisory Board a member of the Management Board may not be engaged in interests competitive with the Company or participate in a competitive company as a shareholder of a civil partnership, partnership or as a member of the governing body of a capital company or participate in another competitive legal entity as a member of its governing body. This prohibition also applies to the participation in a competitive capital company if the member of the Management Board holds over 10% of shares or the right to appoint at least one member of the management board. -----
2. Management Board members are obliged to treat information obtained in connection with their activities in the Company as a trade secret. -----

VI. DISSOLUTION AND LIQUIDATION

§ 26

1. The Company may be dissolved pursuant to a resolution of the General Meeting or in other cases

- provided for in the Commercial Companies Code. -----
2. The Company's liquidation is conducted by a liquidator or liquidators appointed by the General Meeting.-----
 3. During the Company's liquidation, the words "w likwidacji" are added to the Company's business name.-----

VII. FINAL PROVISIONS

§ 27

1. Personal rights (*uprawnienia osobiste*) specified herein and to which a shareholder is entitled shall be exercised by a written notice delivered to the Company.-----
2. The Company publishes its announcements in the Court and Commercial Gazette (*Monitor Sądowy i Gospodarczy*) unless the relevant provisions of law require otherwise. -----
3. Any disputes that may arise in the course of the Company's operations will be resolved by the court having jurisdiction over the Company's registered office.-----

§ 28

Definitions

The following capitalized terms used herein have the meaning assigned to them below:-----

1. **Best Practice for WSE Listed Companies** means a document adopted by the competent authorities of the WSE listing best practices to be followed by WSE-listed companies. -----
2. **Business** means business of the Company or any other Capital Group company relating to job advertising services, recruitment services and human resources management services provided to employers and employees, and other types of activities that support an organization in the recruitment, retention and development of employees, including, in particular, business in the form of investment and holding companies and management of investment and holding companies in relation to Capital Group companies carrying on the activities referred to in this definition. -----
3. **Competitive Business** means the Business conducted (i) directly or indirectly, (ii) through direct or indirect financial or capital interests, (iii) as a shareholder, stockholder, partner, owner, employee, contractor, service provider, advisor or member of corporate bodies, in the territory of Poland, Germany or Ukraine. -----
4. **Frascati Investments** means a company that operates under the business name Frascati Investments sp. z o.o. with its registered office in Warsaw, registered in the register of entrepreneurs under KRS No. 0000905362, Tax Identification No. (NIP): 5272960722. -----
5. **Capital Group** means the Company and its subsidiaries. -----
6. **WSE** means the Warsaw Stock Exchange. -----
7. **Investor** means TCV Luxco Perogie S.à r.l., established and existing pursuant to the laws of the Grand Duchy of Luxembourg, registered in the Luxembourg Register of Commerce and Companies (*RCS Luxembourg*) under No. B215552. -----
8. **Commercial Companies Code** means the Act of September 15, 2000 – Commercial Companies Code. -----

9. **Audit Committee** means a committee within the Supervisory Board that operates under the terms and for the period specified by the provisions of the Act on Statutory Auditors or other applicable law.-----
10. **Independent Supervisory Board Members** means members of the Supervisory Board who satisfy the criteria for being independent arising from such applicable provisions of law, including in particular the Act on Statutory Auditors. -----
11. **Encumbrance** means all encumbrances (whether legal or in trust) and rights of encumbrance, including rights in rem, mortgages, liens, security interests, charges, options, pre-emptive or priority rights, contracts of sale, claims, leases, subleases, rights of use, easements, usufruct rights (and any preliminary or contingent sale agreements or agreements to create any such encumbrances or obligations or to make any disposal) and any rights of usufruct in favor of any governmental or other authority (including for national defense purposes) and other rights available to third parties and any rights and other arrangements having equivalent legal effect.
12. **Przemysław Gacek** means Przemysław Gacek holding PESEL No. 74031200052. -----
13. **Supervisory Board** means the supervisory board of the Company.-----
14. **Company** means Grupa Pracuj spółka akcyjna with its registered office in Warsaw.-----
15. **Articles of Association** means these articles of association of the Company. -----
16. **Act on Statutory Auditors** means the Act of May 11, 2017 on statutory auditors, audit firms and public supervision.-----
17. **Act on Public Offering** means the Act of July 29, 2005 on public offering and the conditions governing the introduction of financial instruments into an organised trading system and on public companies. -----
18. **General Meeting** means the general meeting of the Company. -----
19. **Management Board** means the management board of the Company." -----

§ 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.

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company.-----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 54,059,473 votes, -----

- "against" – 3,603,776 votes,-----

- "abstentions" – 0 votes-----

There were no objections raised to the resolution. -----

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.-----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 49,489,035 votes, -----

- "against" – 8,174,214 votes,-----

- "abstentions" – 0 votes-----

There were no objections raised to the resolution. -----

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

***on the appointment of Ms. Agnieszka Katarzyna Słomka-Gołębiowska to the Supervisory Board
of the Company for a new term of office***

§ 1.

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 Ms. Agnieszka Katarzyna Słomka-Gołębiowska 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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 49,876,027 votes, -----
- "against" – 6,486,514 votes, -----
- "abstentions" – 1,300,708 votes -----
There were no objections raised to the resolution. -----

**Resolution No. 27/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

on the appointment of Ms. Martina van Hettinga to the Supervisory Board of the Company for a new term of office

§ 1.

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 Ms. Martina van Hettinga 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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 49,784,988 votes, -----
- "against" – 6,486,514 votes, -----
- "abstentions" – 1,391,747 votes -----

There were no objections raised to the resolution. -----

**Resolution No. 28/2025
of the Ordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of June 16, 2025**

on the appointment of Mr. Przemysław Tomasz Budkowski to the Supervisory Board of the Company for a new term of office

§ 1.

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 Mr. Przemysław Tomasz Budkowski 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.-----

Having conducted a secret ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 57,663,249 shares, which constitutes 83.69 % of the share capital of the Company. -----

The total of 57,663,249 valid votes was cast, including: -----

- "for" – 49,876,027 votes, -----

- "against" – 6,486,514 votes,-----

- "abstentions" – 1,300,708 votes-----

There were no objections raised to the resolution. -----