

Resolution No. 1/2022
of the Extraordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of November 30, 2022
on electing the Chairman of the Extraordinary General Meeting

§ 1.

The Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw elects Mr. Andrzej Leganowicz as Chairman of the Extraordinary 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 42,233,442 shares, which constitutes 61.867% of the share capital of the Company. -----

The total of 42,233,442 valid votes was cast, including: -----

- "for" – 42,233,442 votes, -----

- "against" - 0 votes, -----

- "abstentions" - 0 votes. -----

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

Resolution No. 2/2022
of the Extraordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of November 30, 2022
on adopting the agenda

§ 1.

The Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") hereby adopts the agenda of the Extraordinary General Meeting, published pursuant to Article 402(1) of the Commercial Companies Code, which includes: -----

1) Opening of the Extraordinary General Meeting. -----

2) Election of the Chairperson of the Extraordinary General Meeting.-----

3) Preparing and checking the attendance list.-----

4) The ascertainment of the correctness of convening the Extraordinary General Meeting and its capability of adopting binding resolutions.-----

5) Adoption of the agenda of the Extraordinary General Meeting.-----

6) Adoption of resolution on amending Company's Articles of Association.-----

7) Adoption of resolution on adoption of consolidated text of Company's Articles of Association.-----

- 8) Adoption of resolution on amending the Rules of the General Meeting of Shareholders of the Company. -----
- 9) Adoption of resolution on appointment of member of the Supervisory Board. -----
- 10) Closing of the Extraordinary 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 44,189,887 shares, which constitutes 64.733% of the share capital of the Company. -----

The total of 44,189,887 valid votes was cast, including: -----

- "for" – 44,189,887 votes, -----

- "against" - 0 votes, -----

- "abstentions" - 0 votes. -----

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

**Resolution No. 3/2022
of the Extraordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of November 30, 2022
on amending the Company's Articles of Association**

§ 1.

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, and § 13 (1) letter a) of the current Articles of Association of the Company, the Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby resolves to amend the Articles of Association of the Company as follows: -----

a) § 1 sec. 2 shall read as follows:-----
„2. The Company conducts business under the business name of Grupa Pracuj spółka akcyjna.”

b) in § 5 sec. 1 editorial changes are made, so it shall read as follows:-----
„1. The Company's share capital amounts to PLN 341,325,130.00 (say: three hundred forty one million three hundred twenty five thousand one hundred thirty Polish zlotys) and is divided into 68,265,026 (sixty eight million two hundred and sixty five thousand and twenty six) 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) 160,776 (one hundred sixty thousand seven hundred seventy six) D series ordinary bearer shares."-----

c) in § 5 a new sec. 2 is added reading as follows:-----
„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."-----

d) in § 5 existing secs. 2-4 are renumbered to 3-5;-----

e) in § 5¹ sec. 1 editorial changes are made, so it shall read as follows:-----
„1. The Management Board of the Company shall be authorised to increase the share capital of the Company through the issue of new Series D ordinary bearer shares in a number not greater than 1,191,823 (in words: one million, one hundred and ninety-one thousand, eight hundred and twenty-three), with a nominal value of PLN 5.00 (five zlotys) each share and an aggregate nominal value not greater than PLN 5,959,115.00 (in words: five million, nine hundred and fifty-nine thousand, one hundred and fifteen) (authorised capital) (the "**New Issue Shares**")."-----

f) § 7 sec. 3 shall read as follows:-----
„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."-----

g) in § 8 sec. 6 editorial changes are made, so it shall read as follows:-----
„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."-----

h) in § 10 a new sec. 3 is added reading as follows:-----
„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."-----

i) in § 10 existing secs. 3-8 are renumbered to 4-9;-----

j) in § 10 sec. 7 (after being renumbered) editorial changes are made, so it shall read as follows:
„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."-----

k) § 10 sec. 8 (after being renumbered) shall read as follows: -----
„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.”

l) § 10 sec. 9 (after being renumbered) shall read as follows: -----
„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.”-----

m) § 11 sec. 2 shall read as follows: -----
„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.” -----

n) § 12 sec. 1 shall read as follows: -----
„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.” -----

o) in § 12 sec. 2 editorial changes are made, so it shall read as follows: -----
„2. The General Meeting may adopt the rules of the General Meeting.” -----

p) § 13 shall read as follows:-----

„§ 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.”-----

q) § 14 sec. 1 shall read as follows:-----

„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.”-----

r) § 14 sec. 2 shall read as follows:-----

„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).”-----

- s) § 14 sec. 3 shall read as follows:-----
„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).”-----
- t) the existing § 14 sec. 4 shall be repealed; -----
- u) in § 14 existing secs. 5-7 are renumbered to 4-6;-----
- v) § 14 sec. 4 (after being renumbered) shall read as follows: -----
„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.”-----
- w) § 14 sec. 6 (after being renumbered) shall read as follows: -----
„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.”-----
- x) § 15 shall read as follows:-----

„§ 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 within 30 (thirty) days 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.”-----*

- y) § 16 sec. 1 shall read as follows:-----
„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.” -----

- z) § 16 sec. 5 shall read as follows:-----
„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.” -----

- aa) in § 16 a new sec. 6 is added reading as follows:-----
„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.” -----

- bb) in § 16 existing secs. 6-8 are renumbered to 7-9;-----

- cc) § 16 sec. 8 (after being renumbered) shall read as follows:-----
„8. Supervisory Board resolutions are recorded in the form of minutes.” -----

- dd) § 17 sec. 1 shall read as follows:-----
„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.” -----

- ee) § 17 sec. 3 shall read as follows:-----
„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.” -----

- ff) existing § 17 sec. 6 shall be repealed;-----

- gg) in § 17 existing sec. 7 is renumbered to 6;

- hh) § 20 sec. 2 shall read as follows:-----

„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.” -----

ii) in § 20 a new sec. 3 is added reading as follows: -----

„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.” ---

jj) in § 20 existing sec. 3 is renumbered to 4; -----

kk) § 20 sec. 4 (after being renumbered) shall read as follows: -----

„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 revenues for the last financial year as indicated in the latest available annual consolidated financial statements of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys); -----*
- 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 10% of the Capital Group's revenues for the last financial year as indicated in the latest available annual consolidated financial statements 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 10% of the Capital Group's revenues for the last financial year as indicated in the latest available annual consolidated financial statements 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 assets 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) *the appointment or replacement of the Company's statutory auditor; -----*
- 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 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.”-----*

II) § 21 shall read as follows:-----

„§ 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." -----*

mm) in 22 sec. 3 editorial change is made, so it shall read as follows: -----
„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." -----

nn) § 22 sec. 4 shall read as follows:
„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." -----

oo) § 22 sec. 5 shall read as follows: -----
„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." -----

pp) in 22 sec. 7 editorial change is made, so it shall read as follows: -----
„7. The Management Board deliberates and passes resolutions at meetings, subject to § 22
Section 11.”-----

qq) § 22 sec. 9 shall read as follows: -----
„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.” -----

rr) § 22 sec. 13 shall read as follows: -----
„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.” -----

ss) § 22 sec. 14 shall read as follows: -----
„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.”-----

tt) a new § 23 is added reading as follows:-----

„§ 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.*-----

uu) existing § 23-27 are renumbered to § 24-28; -----

vv) in § 26 (after being renumbered) sec. 1 editorial change is made, so it shall read as follows: -----
“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.*” -----

ww) § 26 (after being renumbered) sec. 2 shall read as follows: -----
“2. *The Company’s liquidation is conducted by a liquidator or liquidators appointed by the General Meeting.*” -----

xx) in § 26 (after being renumbered) sec. 4 shall be repealed; -----

yy) § 27 (after being renumbered) sec. 1 shall read as follows: -----
“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.*”-----

zz) in § 27 (after being renumbered) sec. 3 shall be repealed; -----

aaa) in § 27 (after being renumbered) existing sec. 4 shall be renumbered to 3; -----

bbb) § 28 (after being renumbered) shall read as follows: -----

„§ 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, 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 comes into force upon its adoption, with effect as of the date of registration of the amendment to the Company's Articles of Association in the Register of Entrepreneurs 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 44,189,887 shares, which constitutes 64.733% of the share capital of the Company. -----

The total of 44,189,887 valid votes was cast, including: -----

- "for" – 41,385,640 votes, -----

- "against" – 2,804,247 votes, -----

- "abstentions" - 0 votes. -----

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

**Resolution No. 4/2022
of the Extraordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of November 30, 2022
on adoption of consolidated text of Company's Articles of Association**

§ 1.

The Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby resolves to adopt the consolidated text of the Company's Articles of Association incorporating the amendments made pursuant to the resolution no. 3/2022 of the Extraordinary General Meeting of the Company dated November 30, 2022, reading as follows:-----

**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 47.63.Z – Retail sale of audio and video equipment in specialized stores; -----
 - b) PKD 47.91.Z - Retail sale via mail order houses or via Internet; -----
 - c) PKD 58.19 – Other publishing activities; -----
 - d) PKD 60. – Broadcasting of television programming on a free-to-air or subscription basis; --
 - e) PKD 63. – Information service activities; -----
 - f) PKD 70.21.Z - Public relations and communication activities; -----
 - g) PKD 70.22.Z - Business and other management consultancy activities;-----
 - h) PKD 73.20 – Market research and public opinion polling; -----
 - i) PKD 78. – Employment activities;-----
 - j) PKD 82.19.Z – Photocopying, document preparation and other specialised office support activities; -----
 - k) PKD 82.30.Z – Organization of conventions, exhibitions and trade shows; -----
 - l) PKD 82.99.Z - Other business support service activities not elsewhere classified; -----
 - m) PKD 85.59.B - Other out-of-school forms of education, not elsewhere classified; -----
 - n) PKD 85.60.Z - Educational support activities.-----
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 341,325,130.00 (say: three hundred forty one million three hundred twenty five thousand one hundred thirty Polish zlotys) and is divided into 68,265,026 (sixty eight million two hundred and sixty five thousand and twenty six) 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) 160,776 (one hundred sixty thousand seven hundred seventy six) D series 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 of the Company shall be authorised to increase the share capital of the Company through the issue of new Series D ordinary bearer shares in a number not greater than 1,191,823 (in words: one million, one hundred and ninety-one thousand, eight hundred and twenty-three), with a nominal value of PLN 5.00 (five zlotys) each share and an aggregate nominal value not greater than PLN 5,959,115.00 (in words: five million, nine hundred and fifty-nine thousand, one hundred and fifteen) (authorised capital) (the "**New Issue Shares**").-----
2. Within the limits of the authorised capital, on the basis of this authorisation, the Management Board shall be authorised to effect one or several consecutive increases in the Company's share capital. The authorisation of the Management Board to increase the share capital within the limits of the authorised capital shall expire three years from the date of registration by the Registry Court competent for the Company of the amendment to the Company's Articles of Association made pursuant to the resolution No. 22/2022 of the Ordinary General Meeting of the Company dated 22 June 2022. -----
3. Within the framework of the authorised capital, the Management Board may issue the New Issue Shares exclusively for cash contributions. -----
4. As part of any increase of the share capital of the Company within the limits of the authorised capital, the Management Board may, in the interests of the Company and with the prior consent of the Supervisory Board expressed in the form of a resolution, waive the shareholders' pre-emptive rights to the New Issue Shares in whole or in part. -----
5. The Management Board shall be authorised to decide on all matters relating to the increase of the share capital within the framework of the authorised capital, in particular the Management Board shall be authorised to: -----

- a) to determine the number of New Issue Shares to be issued within the framework of each increase of the share capital within the limits of the authorised capital, -----
 - b) determining the issue price of the New Issue Shares and specifying the date(s) on which the New Issue Shares will participate in dividends,-----
 - c) determining the detailed terms, deadlines and conditions for the issue of the New Issue Shares and the manner in which the New Issue Shares are to be offered for subscription,
 - d) take all actions aiming at the dematerialisation and registration of New Issue Shares, in particular in the securities depository operated by the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*), including concluding agreements with the National Depository for Securities for the registration of the New Issue Shares, taking all actions aiming at the admission and introduction of New Issue Shares to trading in the regulated market operated by the WSE, -----
 - e) determine the detailed conditions for subscription and allotment of the New Issue Shares, including opening and closing dates for subscription of the New Issue Shares and establishing the principles for subscription and allotment of the New Issue Shares; however, if the Management Board decides to deprive the shareholders of their pre-emptive rights to the New Issue Shares, this shall require the approval of the Supervisory Board.-----
6. Determination by the Management Board of the Company of the number of shares to be issued under each share capital increase within the limits of the authorised capital and determination of the issue price of the New Issue Shares shall not require the consent of the Supervisory Board.
 7. A resolution of the Management Board adopted within the limits of the statutory authorisation shall replace a resolution of the General Meeting to increase the share capital. -----
 8. The authorisation of the Management Board to increase the share capital within the limits of the authorised capital shall not affect the right of the General Meeting to increase the share capital normally during the period in which the Management Board exercises this authorisation.-----

§ 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 within 30 (thirty) days 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 revenues for the last financial year as indicated in the latest available annual consolidated financial statements of the Capital Group, however not less than PLN 30,000,000.00 (thirty million zlotys); -----
- 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 10% of the Capital Group's revenues for the last financial year as indicated in the latest available annual consolidated financial statements 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 10% of the Capital Group's revenues for the last financial year as indicated in the latest available annual consolidated financial statements 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 assets 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) the appointment or replacement of the Company's statutory auditor;-----
- 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 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. -----

§ 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. -----
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, 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 Przemyslaw 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 comes into force upon its adoption, with effect as of the date of registration of the amendments to the Company's Articles of Association made based on the resolution no. 3/2022 of the Extraordinary General Meeting of the Company dated November 30, 2022 in the Register of Entrepreneurs 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 43,404,213 shares, which constitutes 63.582% of the share capital of the Company. -----

The total of 43,404,213 valid votes was cast, including: -----

- "for" – 41,386,167 votes, -----

- "against" – 2,018,046 votes, -----

- "abstentions" - 0 votes. -----

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

**Resolution No. 5/2022
of the Extraordinary General Meeting
of Grupa Pracuj S.A. with its registered office in Warsaw
of November 30, 2022
on amending the Rules of the General Meeting of Shareholders of the Company**

§ 1.

Acting pursuant to § 12 section 2 of the current Articles of Association of the Company, the Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby amends the "Rules of the General Meeting of Grupa Pracuj Spółka Akcyjna" by repealing them in their entirety and adopting new wording constituting an **Attachment** to this resolution.-----

§ 2.

The resolution comes into force upon its adoption, with the amendment of the Rules being effective as of the next General Meeting of the Company. -----

Having conducted an open ballot, the Chairman stated that the resolution was adopted. During the voting valid votes were cast from 44,189,887 shares, which constitutes 64.733% of the share capital of the Company. -----

The total of 44,189,887 valid votes was cast, including: -----

- "for" – 42,487,452 votes, -----

- "against" – 954,994 votes, -----

- "abstentions" – 747,441 votes.-----

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

**Resolution No. 6/2022
of the Extraordinary General Meeting
Grupa Pracuj S.A. with its registered office in Warsaw
of November 30, 2022
on appointment of member of the Supervisory Board**

§ 1.

Acting pursuant to Art. 385 § 2 of the Commercial Companies Code in connection with § 14 (1) and (5) of the Company’s Articles of Association, the Extraordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), appoints Mrs. Martina van Hettinga to Company’s Supervisory Board for a joint, three-year term of office, to perform function of member of the Supervisory Board as of February 1, 2023. -----

§ 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 44,189,887 shares, which constitutes 64.733% of the share capital of the Company. -----

The total of 44,189,887 valid votes was cast, including: -----

- "for" – 43,974,762 votes, -----

- "against" – 208,776 votes, -----

- "abstentions" – 6,349 votes.-----

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

**Regulamin
Walnego Zgromadzenia
spółki Grupa Pracuj spółka akcyjna
z siedzibą w Warszawie**

**Rules of the General Meeting of
Grupa Pracuj spółka akcyjna
with its registered office in Warsaw**

§ 1

Przedmiot Regulaminu

Niniejszy Regulamin określa zasady i tryb zwoływania oraz przeprowadzania obrad Walnego Zgromadzenia Grupa Pracuj S.A. („Spółka”) („Walne Zgromadzenie”) w zakresie nieuregulowanym bezwzględnie obowiązującymi przepisami prawa.

§ 2

Postanowienia ogólne

1. Walne Zgromadzenie jest najwyższym organem Spółki.
2. Walne Zgromadzenie obraduje na podstawie bezwzględnie obowiązujących przepisów prawa oraz postanowień Statutu Spółki i niniejszego Regulaminu, z uwzględnieniem obowiązujących w danym czasie dobrych praktyk spółek notowanych na GPW przyjętych przez właściwe organy Giełdy Papierów Wartościowych w Warszawie S.A. stosowanych przez Spółkę.
3. W Walnym Zgromadzeniu uczestniczyć może Zarząd Spółki.
4. Członkowie Rady Nadzorczej mają prawo do uczestniczenia w Walnym Zgromadzeniu.
5. Do uczestniczenia w Walnym Zgromadzeniu Zarząd ma prawo dopuścić wybranych przez siebie ekspertów.
6. Przedstawiciele mediów mają prawo obecności na Walnym Zgromadzeniu, chyba że Zarząd Spółki lub Przewodniczący Walnego Zgromadzenia postanowi inaczej.
7. Walne Zgromadzenie odbywa się w Warszawie.

§ 3

Otwarcie Zgromadzenia i wybór Przewodniczącego

1. Walne Zgromadzenie otwiera Przewodniczący Rady Nadzorczej albo osoba upoważniona przez Przewodniczącego, a w razie nieobecności tych osób – Prezes Zarządu albo osoba wyznaczona przez Zarząd.
2. Otwierający Walne Zgromadzenie może podejmować decyzje porządkowe, niezbędne do rozpoczęcia obrad Walnego Zgromadzenia.
3. Otwierający Walne Zgromadzenie powinien podjąć działania zmierzające do niezwłocznego wyboru Przewodniczącego, czuwać nad prawidłowym przebiegiem głosowania i przewodniczyć Walnemu Zgromadzeniu do czasu wyboru Przewodniczącego.

§ 1

Subject-matter of these Rules

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

§ 2

General provisions

1. The General Meeting is the supreme governing body of the Company.
2. The General Meeting shall be held under mandatory provisions of law and the provisions of the Company’s Articles of Association as well as of these Rules, taking into consideration applicable at the time best practices for WSE listed companies adopted by the competent authorities of the Warsaw Stock Exchange applied by the Company.
3. The Company’s Management Board may attend the General Meeting.
4. Supervisory Board members have the right to attend the General Meeting.
5. The Management Board has the right to admit experts selected at its discretion to attend the General Meeting.
6. Media representatives has the right to attend the General Meeting, unless the Company’s Management Board or the Chairman of the General Meeting decide otherwise.
7. The General Meeting shall be held in Warsaw.

§ 3

Opening the Meeting and electing the Chairman

1. The General Meeting shall be opened by the Chairman of the Supervisory Board or a person so authorised by the Chairman or, in the absence of these persons, by the President of the Management Board or a person appointed by the Management Board.
2. The person opening the General Meeting may make organisational decisions that are necessary to commence the session of the General Meeting.
3. The person opening the General Meeting should take measures aimed at the immediate election of the Chairman, monitor the correct voting procedure, and chair the General Meeting until the Chairman is elected.

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|---|--|
| <p>4. Każdy z Akcjonariuszy ma prawo do zgłaszania kandydatur na Przewodniczącego Walnego Zgromadzenia.</p> <p>5. Wyboru Przewodniczącego Walnego Zgromadzenia dokonuje się głosując kolejno na każdego ze zgłoszonych kandydatów.</p> <p>6. Przewodniczącym zostaje osoba na którą oddano największą liczbę głosów. W razie uzyskania przez co najmniej dwóch kandydatów równej liczby głosów, zarządza się głosowanie uzupełniające.</p> <p>7. Głosowanie w sprawie wyboru Przewodniczącego jest tajne.</p> | <p>4. Any Shareholder has the right to nominate candidates for the Chairman of the General Meeting.</p> <p>5. The Chairman of the General Meeting shall be elected by voting on each of the nominated candidates in turn.</p> <p>6. The candidate with the highest number of votes cast shall become the Chairman. If at least two candidates obtain an equal number of votes, a supplementary vote shall be ordered.</p> <p>7. The vote for electing the Chairman shall be held by secret ballot.</p> |
|---|--|

§ 4

Uprawnienia Przewodniczącego

1. Niezwłocznie po wyborze, Przewodniczący Walnego Zgromadzenia podpisuje listę obecności zawierającą spis uczestników Walnego Zgromadzenia z wymienieniem liczby akcji, które każdy z nich reprezentuje i przysługujących im głosów. Lista obecności winna być wyłożona podczas obrad Walnego Zgromadzenia.
2. Zastrzeżenia dotyczące braku wpisu na listę, o której mowa w ust. 1, lub wpisania nieprawdziwych danych są zgłaszane przez zainteresowanych Przewodniczącemu Walnego Zgromadzenia.
3. Po podpisaniu listy obecności, Przewodniczący Walnego Zgromadzenia stwierdza prawidłowość zwołania Walnego Zgromadzenia, jego zdolność do podejmowania wiążących uchwał i przedstawia porządek obrad.
4. W zakresie prowadzenia obrad Walnego Zgromadzenia do zadań Przewodniczącego należy w szczególności:
 - a. czuwanie nad prawidłowym i sprawnym przebiegiem obrad,
 - b. udzielanie głosu i odbieranie głosu,
 - c. wydawanie stosownych zarządzeń porządkowych,
 - d. zarządzanie głosowaniem oraz czuwanie nad jego prawidłowym przebiegiem,
 - e. uczestniczenie w razie potrzeby w redagowaniu treści wniosków poddanych pod głosowanie,
 - f. ogłaszanie wyników głosowań,
 - g. rozstrzyganie wątpliwości regulaminowych.
5. Przewodniczący może samodzielnie zarządzać przerwy porządkowe w obradach inne niż przerwy zarządzone przez Walne Zgromadzenie na podstawie

§ 4

Powers of the Chairman

1. Upon being elected, the Chairman of the General Meeting shall sign the attendance list containing the list of persons attending the General Meeting indicating the number of shares represented by each of them and votes they are entitled to. The attendance list shall be made available during the session of the General Meeting.
2. Reservations concerning not being included in the attendance list stipulated under sec. 1 or incorrect data entered therein shall be reported by interested parties to the Chairman of the General Meeting.
3. After signing the attendance list, the Chairman of the General Meeting shall state whether the General Meeting has been convened correctly and whether it is capable of adopting binding resolutions and shall present the agenda for the meeting.
4. During the course of the General Meeting, the duties of the Chairman include in particular:
 - a. ensuring a correct and efficient course of the session,
 - b. giving and taking back the floor,
 - c. issuing relevant organisational orders,
 - d. ordering votes and ensuring that they are held correctly,
 - e. if needed, participating in drafting the contents of motions put to the vote,
 - f. announcing voting results,
 - g. resolving any doubts concerning the Rules.
5. The Chairman may order organisational breaks during the session other than breaks ordered by the General Meeting under Article 408 §2 of the

art. 408 § 2 Kodeksu spółek handlowych. Przerwy porządkowe powinny być zarządzane przez Przewodniczącego w uzasadnionych przypadkach i w taki sposób, aby obrady Walnego Zgromadzenia można było zakończyć w dniu ich rozpoczęcia. Przerwy zarządzane przez Przewodniczącego nie mogą mieć na celu utrudniania Akcjonariuszom wykonywania ich praw.

6. Przewodniczący może wprowadzać pod obrady sprawy porządkowe.
7. Od decyzji Przewodniczącego w sprawach porządkowych uczestnicy Walnego Zgromadzenia mogą odwołać się do Walnego Zgromadzenia.

§ 5

Komisja Skrutacyjna

1. Na wniosek Akcjonariusza uprawnionego do udziału w Walnym Zgromadzeniu powołuje się Komisję Skrutacyjną.
2. Komisja skrutacyjna składa się z 3 członków.
3. Członków Komisji Skrutacyjnej wybiera się spośród osób uprawnionych do uczestniczenia w Walnym Zgromadzeniu, przy czym każdy Akcjonariusz ma prawo do zgłoszenia jednego kandydata, z zastrzeżeniem wnioskodawcy, który ma prawo zgłoszenia trzech kandydatów.
4. Wyboru członków Komisji Skrutacyjnej dokonuje się głosując kolejno na każdego ze zgłoszonych kandydatów, przy czym na kandydatów wnioskodawcy głosuje się w ostatniej kolejności lub na wszystkich zgłoszonych kandydatów łącznie jeżeli Przewodniczący tak postanowi. W skład Komisji Skrutacyjnej wchodzi osoby, na które oddano największą liczbę głosów. W razie równości głosów do Komisji Skrutacyjnej wchodzi kandydaci, którzy otrzymali największą liczbę głosów w pierwszej kolejności.
5. Komisja Skrutacyjna wybiera ze swego grona Przewodniczącego.
6. Do zadań Komisji Skrutacyjnej należy czuwanie nad prawidłowym przebiegiem głosowania, a w razie głosowania przy użyciu kart magnetycznych nadzorowanie obsługi komputerowej głosowania, ustalenie wyników głosowania i podawanie ich Przewodniczącemu Walnego Zgromadzenia oraz wykonanie innych czynności związanych z prowadzeniem głosowania.
7. W przypadku stwierdzenia nieprawidłowości przebiegu głosowania, Komisja Skrutacyjna ma obowiązek niezwłocznego powiadomienia o tym Przewodniczącego Walnego Zgromadzenia oraz

Commercial Companies Code at his own discretion. Organisational breaks should be ordered by the Chairman in justified cases and in a manner ensuring that the General Meeting session may be closed on the same day as it was opened. Breaks ordered by the Chairman may not be aimed at impeding the exercise of the Shareholders' rights.

6. The Chairman may introduce organisational matters on the agenda.
7. General Meeting participants may appeal to the General Meeting against the Chairman's decisions concerning organisational matters.

§ 5

Tellers Committee

1. The Tellers Committee shall be appointed upon the motion of a Shareholder entitled to participate in the General Meeting.
2. The Tellers Committee shall consist of 3 members.
3. Members of the Tellers Committee shall be appointed from among persons authorised to participate in the General Meeting, whereby each Shareholder shall be entitled to nominate one candidate while the Shareholder making the motion shall be entitled to nominate three candidates.
4. Members of the Tellers Committee shall be elected through voting on each of the nominated candidates in turn, whereby vote concerning the candidates nominated by the Shareholder making the motion shall be held last, or through voting on all nominated candidates jointly, if the Chairman so decides. Candidates with the highest number of votes cast shall be elected to the Tellers Committee. In case of an even distribution of votes, candidates who obtained the highest number of votes cast as first shall be appointed to the Tellers Committee.
5. Members of the Tellers Committee shall elect a Chairman from among themselves.
6. The tasks of the Tellers Committee include ensuring that voting is held correctly and, if magnetic cards are used for voting, supervising the computer services in the course of voting process, determining vote results, and reporting vote results to the Chairman of the General Meeting as well as performing any other activities connected with holding the vote.
7. If any irregularities are disclosed with respect to the voting procedure, the Tellers Committee is obliged to notify the Chairman of the General Meeting

jednoczesnego zgłoszenia wniosków co do dalszego postępowania.

8. Protokół zawierający wyniki każdego głosowania podpisują wszyscy członkowie Komisji Skrutacyjnej oraz Przewodniczący Walnego Zgromadzenia.
9. W braku Komisji Skrutacyjnej, zadania Komisji Skrutacyjnej wykonuje Przewodniczący Zgromadzenia.

§ 6

Zdalne obrady Walnego Zgromadzenia

Zasady i tryb przeprowadzania i uczestnictwa w obradach Walnego Zgromadzenia za pośrednictwem środków komunikacji elektronicznej zgodnie z art. 406⁵ § 3 Kodeksu spółek handlowych określa regulamin uchwalony przez Radę Nadzorczą.

§ 7

Porządek obrad Walnego Zgromadzenia

1. Walne Zgromadzenie może przyjąć proponowany porządek obrad bez zmian, zmienić kolejność poszczególnych punktów porządku obrad bądź zdjąć niektóre sprawy z porządku obrad z zastrzeżeniem, że uchwała o zaniechaniu rozpatrywania danej sprawy może zapaść jedynie w przypadku, gdy przemawiają za nią uzasadnione powody, a uprawniony organ lub podmiot, który umieścił lub zażądał umieszczenia danej sprawy w porządku obrad wyrazi zgodę na jego nierozpatrywanie. Jeżeli Walne Zgromadzenie podejmie uchwałę o usunięciu z porządku obrad któregoś z jego punktów, zgłoszone w tej sprawie wnioski pozostają bez rozpatrzenia.
2. Przewodniczący nie może samodzielnie usuwać spraw z porządku obrad ani zmieniać kolejności poszczególnych jego punktów.
3. Po przedstawieniu każdej sprawy zamieszczonej w porządku obrad Przewodniczący Walnego Zgromadzenia otwiera dyskusję, udzielając głosu w kolejności zgłaszania się. Za zgodą Walnego Zgromadzenia dyskusja może być prowadzona nad kilkoma punktami porządku obrad łącznie. Przewodniczący Walnego Zgromadzenia może udzielać głosu poza kolejnością członkom Zarządu i Rady Nadzorczej oraz wskazanym przez nich ekspertom.
4. Przewodniczący Walnego Zgromadzenia może zarządzić dokonywanie zgłoszeń do udziału w dyskusji na piśmie z podaniem imienia i nazwiska (firmy).
5. O zamknięciu dyskusji decyduje Przewodniczący Walnego Zgromadzenia.

thereof immediately and to move as to the further course of action.

8. The minutes containing the results of each vote shall be signed by all members of the Tellers Committee and the Chairman of the General Meeting.
9. Should no Tellers Committee be appointed, the tasks of the Tellers Committee shall be performed by the Chairman of the General Meeting.

§ 6

Remote General Meeting

The rules and procedures for holding and participating in the General Meeting by means of electronic communication in accordance with Article 406(5) § 3 of the Commercial Companies Code shall be set forth in the rules adopted by the Supervisory Board.

§ 7

Agenda of the General Meeting

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

6. Głos można zabierać jedynie w sprawach objętych porządkiem obrad i aktualnie rozpatrywanych.
7. Przewodniczący Walnego Zgromadzenia ma prawo zwrócić uwagę mówcy, który odbiega od tematu dyskusji lub przekracza ustalony przez Przewodniczącego czas wystąpienia. Mówcom niestosującym się do uwag Przewodniczącego można odebrać głos.
8. Po zamknięciu dyskusji nad każdym z punktów porządku obrad, przed przystąpieniem do głosowania, Przewodniczący podaje do wiadomości treść wniosków oraz projektów uchwał zgłoszonych przez uprawnione organy lub osoby.
9. W pierwszej kolejności pod głosowanie poddane zostają projekty uchwał przedstawione przez podmiot zwołujący Walne Zgromadzenie, a w razie zgłoszenia wniosku o postawieniu oznaczonej sprawy pod obrady Walnego Zgromadzenia przez inne uprawnione organy lub podmioty - projekt zgłoszony przez te osoby.
10. Do czasu zarządzenia głosowania nad projektem uchwały, podmiot lub inna osoba uprawniona, dokonująca zgłoszenia projektu uchwały może wnieść do niego autopoprawki. Za projekt uchwały uważa się wówczas tekst z wprowadzonymi autopoprawkami.
11. Pozostałe poprawki do wniosku głównego (projektu uchwały) oraz inne wnioski i projekty uchwał zgłoszone przez uprawnione osoby, poddawane są pod głosowanie w następnej kolejności, wg kolejności zgłoszeń, chyba że dalsze głosowanie w danej sprawie porządku obrad stanie się bezprzedmiotowe.
12. W sprawach formalnych Przewodniczący udziela głosu poza kolejnością.
13. Za wnioski w sprawach formalnych uważa się w szczególności wnioski dotyczące:
 - a. ograniczenia, odroczenia lub zamknięcia dyskusji,
 - b. zamknięcia liczby mówców,
 - c. zarządzenia przerwy w obradach,
 - d. ograniczenia czasu wystąpień,
 - e. kolejności uchwalania wniosków.
14. Dyskusja nad wnioskami formalnymi powinna być otwarta bezpośrednio po ich zgłoszeniu. W dyskusji nad wnioskami w sprawach formalnych mogą zabierać głos jedynie dwaj mówcy - jeden „za” a drugi „przeciwko” zgłoszonemu wnioskowi, chyba że Walne Zgromadzenie postanowi inaczej.
6. Floor may only be taken in matters on the agenda that are currently being reviewed.
7. The Chairman of the General Meeting is authorised to admonish a speaker who deviates from the topic of the discussion or exceeds the speaking time set by the Chairman. Floor may be taken back from speakers who do not comply with the Chairman’s remarks.
8. After the discussion is closed on each item on the agenda, the Chairman shall announce the content of the motions and draft resolutions proposed by authorised governing bodies or persons before ordering a vote.
9. Draft resolutions proposed by the entity convening the General Meeting or, if the motion for putting the given matter to discussion by the General Meeting was made by other authorised governing bodies or entities, draft resolutions proposed by such persons shall be put to the vote first.
10. The entity or another authorised person proposing a draft resolution may introduce self-amendments to it until that draft resolution is put to the vote. In such a case, the wording with self-amendments introduced shall be considered the text of the draft resolution.
11. The remaining amendments to the main motion (draft resolution) and other motions and draft resolutions proposed by authorised persons shall be put to the vote next, according to the order in which they were proposed, unless any further vote on the given matter on the agenda proves unjustified.
12. The Chairman shall give the floor to participants out of turn in formal issues.
13. Motions on formal issues include in particular motions concerning:
 - a. limiting, adjourning or closing the discussion,
 - b. closing the list of speakers,
 - c. ordering a break in the discussion,
 - d. limiting the time for presenting arguments,
 - e. the order of adopting resolutions concerning motions.
14. A discussion concerning formal motions should be opened immediately after they are made. Unless the General Meeting decides otherwise, only two speakers may take the floor in a discussion concerning formal motions - one “for” and one “against” the proposed motion.

15. Bezpośrednio po dyskusji Przewodniczący Walnego Zgromadzenia zarządza głosowanie w sprawie zgłoszonego wniosku formalnego.

§ 8

Wybór Rady Nadzorczej w drodze głosowania grupami

1. Przewodniczący zarządza przeprowadzenie głosowania grupami w sprawie wyborów członków Rady Nadzorczej, jeżeli z takim wnioskiem wystąpili uprawnieni Akcjonariusze i zostało to przewidziane w porządku obrad Walnego Zgromadzenia.
2. Wniosek o dokonanie wyboru grupami, Akcjonariusze składają Zarządowi Spółki pisemnie w terminie umożliwiającym umieszczenie w porządku obrad Walnego Zgromadzenia wyboru członków Rady Nadzorczej grupami.
3. Po zarządzeniu głosowania grupami, Przewodniczący wzywa uczestników Walnego Zgromadzenia do utworzenia poszczególnych grup koniecznych do przeprowadzenia głosowania oraz określa minimalną liczbę akcji potrzebnych do utworzenia jednej grupy. Akcjonariusz może należeć tylko do jednej grupy.
4. Dopuszczalne jest łączenie grup.
5. Głosowanie w poszczególnych grupach odbywa się bezwzględną większością głosów.
6. Sprawozdanie o wynikach głosowania w poszczególnych grupach sporządza Komisja Skrutacyjna, a w przypadku jej braku Przewodniczący Walnego Zgromadzenia, który ogłasza wyniki.

§ 9

Przerwa w obradach Zgromadzenia

1. W przypadku zarządzenia przez Walne Zgromadzenie przerwy w obradach, dla utrzymania ciągłości Zgromadzenia nie jest konieczne zachowanie tożsamości podmiotowej uczestników Zgromadzenia, a w szczególności:
 - a. w Walnym Zgromadzeniu może po przerwie wziąć udział inna liczba uczestników Walnego Zgromadzenia pod warunkiem, że są oni uprawnieni do udziału w Walnym Zgromadzeniu. O prawie uczestniczenia w Walnym Zgromadzeniu rozstrzyga się według zasad określonych w art. 406 1 Kodeksu spółek handlowych, a wskazane tam terminy liczy się w stosunku do ogłoszonego terminu Walnego Zgromadzenia, nie zaś w stosunku do terminu ponownego rozpoczęcia odroczonej obrad,

15. The Chairman of the General Meeting shall hold the vote concerning the formal motion made directly after the discussion.

§ 8

Electing the Supervisory Board through vote held in groups

1. The Chairman shall order a vote held in groups with respect to electing members of the Supervisory Board, provided that such motion is made by authorised Shareholders and the General Meeting agenda so provides.
2. A motion for holding a vote in groups shall be submitted by Shareholders to the Company's Management Board in writing in sufficient advance to ensure that electing Supervisory Board members by a vote in groups can be put on the agenda.
3. After ordering a vote in groups, the Chairman shall summon General Meeting participants to form respective groups necessary to hold the vote and determine the minimum number of shares necessary to create a group. Each Shareholder may only belong to a single group.
4. Combining groups is permitted.
5. Voting in respective groups shall be by an absolute majority of votes.
6. The report on voting results in respective groups shall be prepared by the Tellers Committee or, if none has been appointed, the Chairman of the General Meeting who shall announce the results.

§ 9

Meeting breaks

1. If the General Meeting orders a break in its session, maintaining the subjective continuity of the Meeting participants shall not be necessary in order to maintain the continuity of the Meeting itself, and in particular:
 - a. after the break, a different number of General Meeting participants may participate in the session, provided that they are all entitled to participate in the General Meeting. The right to participate in the General Meeting shall be determined according to the rules stipulated under Article 406(1) of the Commercial Companies Code, and the time-limits stipulated therein shall be applied to the announced date of the General Meeting instead of the date of resuming an adjourned session,

- b. o ile Przewodniczący wybrany przed zarządzeniem przerwy nie jest obecny - dokonuje się ponownego wyboru Przewodniczącego,
- c. w przypadku zmiany przedstawicieli Akcjonariuszy - jeżeli Akcjonariusze są reprezentowani przez nowych pełnomocników, należy złożyć nowy dokument pełnomocnictwa lub inny stosowny dokument upoważniający do reprezentowania Akcjonariusza w Walnym Zgromadzeniu.

§ 10

Protokoły Walnego Zgromadzenia

1. Oprócz protokołu sporządzonego w formie aktu notarialnego, Przewodniczący może zarządzić dodatkowe zapisywanie przebiegu całości lub części obrad przez specjalnie w tym celu wyznaczonego przez siebie Sekretarza. Sekretarzem może być osoba nie będąca uczestnikiem Walnego Zgromadzenia.
2. W protokole sporządzonym przez Sekretarza mogą być odnotowane sprawy, które nie są przedmiotem protokołu sporządzanego przez notariusza, a w szczególności sposób rozstrzygnięcia spraw porządkowych i formalnych oraz przebieg dyskusji dotyczącej zgłoszonych projektów uchwał

§ 11

Zmiana Regulaminu

1. Zmiana Regulaminu wymaga uchwały Walnego Zgromadzenia.
2. Zmiana Regulaminu wchodzi w życie począwszy od rozpoczęcia obrad następnego Walnego Zgromadzenia.

- b. if the Chairman elected before the break has been ordered is not present, a new Chairman shall be elected,
- c. in case of a change of the Shareholders' representatives, if the Shareholders are represented by new attorneys-in-fact, a new power of attorney or another relevant document authorising them to represent Shareholders at the General Meeting shall be submitted.

§ 10

Minutes of the General Meeting

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

§ 11

Amendments to the Rules

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