

Attachment no 2 – drafts of the resolutions of the Extraordinary General Meeting of Work Service S.A.

Draft of the Resolution to Item 2 of the agenda:

**Resolution No. 1/2018
of the Extraordinary General Meeting of “WORK SERVICE” S.A.
dated 14th December 2018
on the election of a Chairman of Extraordinary General Meeting
§1.**

The Extraordinary General Meeting decides to elect the Chairman of the Extraordinary General Meeting in person of _____.

§2.

This resolution enters into force on the day of its adoption.

Justification to Resolution No. 1/2018 of 14/12/2018:

The adoption of the above resolution is of organizational character connected with the necessity of electing the Chairman of the General Meeting.

Draft of the Resolution to Item 4 of the agenda:

**Resolution No. 2/2018
of the Extraordinary General Meeting of “WORK SERVICE” S.A.
dated 14th December 2018
on approval of the agenda of the Extraordinary General Meeting of Shareholders.
§1.**

The Extraordinary General Meeting approves the following Agenda:

1. The opening of the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Statement of the validity of the convocation of the Extraordinary General Meeting and its ability to adopt resolutions.
4. Accepting the agenda of the meeting.
5. Adoption of a resolution on amendment of the Articles of Association in the field of determination of the total nominal value of the conditionally increased share capital of the Company.
6. Any Other Business.
7. Closing of the General Meeting.

§2.

This resolution enters into force on the day of its adoption.

Justification to Resolution No. 2/2018 of 14/12/2018:

The adoption of the above resolution is of organizational nature related to the necessity of adopting the agenda.

Draft of the Resolution to Item 5 of the agenda:

Resolution No. 3/2018

**of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 14th December 2018
on amendment of the Articles of Association of the Company in the field of
determination of the total nominal value of the conditionally increased share capital of
the Company.**

The Extraordinary General Meeting of the Company operating under the name: WORK SERVICE S.A. with registered office in Wrocław ('Company') - in connection with conditional increase of share capital performed on the basis of: (i) Resolution No. 3/2013 of the Extraordinary General Meeting of the Company of 11 March 2013, (ii) Resolution No. 37/2014 of the Extraordinary General Meeting of the Company of 27 June 2014, (iii) Resolution No. 28/2015 of the Annual General Meeting of the Company of 22 June 2015, (iv) Resolution No. 25/2016 of the Annual General Meeting of the Company of 27 June 2016, (v) Resolution No. 8/2018 of the Extraordinary General Meeting of the Company of 04 October 2018 - taking into account the need to ensure compliance of the entries in the National Court Register with the actual state in the field of the current total nominal value of the conditional increase of the share capital of the Company, in order to enable the receipt of the Company's shares by entitled persons, who submitted to the Company in due time statements about acquisition of these shares in exercising the rights from subscription warrants in accordance with the above mentioned resolutions – the Extraordinary General Meeting resolves as follows:

§1.

The Extraordinary General Meeting of the Company decides to amend the Articles of Association of the Company in such a way that after § 6 sub-point e new § 6 sub-point f is being added in the following wording:

'§ 6 f

In connection with the conditional increase of the share capital indicated in:

- 1) *§ 6 a above by the amount not exceeding PLN 21,900.00 (twenty-one thousand nine hundred zloty) through issue of not more than 219,000 (say: two hundred nineteen thousand) R-series ordinary bearer stocks, in case of which handover (in the meaning of art. 451 § 2 second sentence of the Commercial Companies Code) of these stocks to the persons entitled from C-series Subscription Warrants shall take place together with their dematerialisation in the securities deposit kept by Krajowy Depozyt Papierów Wartościowych S.A. ('Dematerialisation');*
- 2) *§ 6 b above by the amount not exceeding PLN 620,466.90 (nine hundred twenty thousand four hundred sixty-six zloty 90/100) through issue of not more than 6,204,669 (say: six million two hundred four thousand six hundred sixty-nine) O-series ordinary bearer stocks;*
- 3) *§ 6 c above by the amount not exceeding PLN 27,300.00 (twenty-seven thousand three hundred zloty) through issue of not more than 273,000 (say: two hundred seventy-three thousand) U-series ordinary bearer stocks, in case of which handover (in the meaning of art. 451 § 2 second sentence of the Commercial Companies Code) of these stocks to the persons entitled from D-series Subscription Warrants shall take place together with their Dematerialisation;*
- 4) *§ 6 d above by the amount not exceeding PLN 12,304.20 (twelve thousand three hundred four zloty 20/100) through issue of not more than 123,042 (say: one hundred twenty-three thousand forty two) W-series ordinary bearer stocks, in case of which handover (in the meaning of art. 451 § 2 second sentence of the Commercial*

Companies Code) of these stocks to the persons entitled from E-series Subscription Warrants shall take place together with their Dematerialisation;

5) *§ 6 e above by the amount not exceeding PLN 29,100.00 (twenty-nine thousand one hundred zloty) through issue of not more than 291,000 (say: two hundred ninety-one thousand) Y-series ordinary bearer stocks, in case of which handover (in the meaning of art. 451 § 2 second sentence of the Commercial Companies Code) of these stocks to the persons entitled from F-series Subscription Warrants shall take place together with their Dematerialisation;*

- the nominal value of the conditional increase of the share capital of the Company shall amount in total to PLN 711,071.10 (say: seven hundred eleven thousand seventy-one zloty 10/100).'

§ 2.

The Extraordinary General Meeting, acting on the basis of art. 430 § 5 of the Commercial Companies Code, authorises the Supervisory Board of the Company to prepare the consolidated text of the Articles of Association of the Company taking into account the amendment of the Articles of Association of the Company determined in § 1 above.

§ 3.

This Resolution shall enter into force as of the date of its adoption.

Justification to Resolution No. 3/2018 of 14/12/2018:

The need to adopt the draft resolution on the amendment of the Articles of Association of the Company in the field of determination of the total nominal value of the conditionally increased share capital of the Company results from the need to making of the entry in the National Court Register covering indication of the accumulated value of the conditionally increased share capital of the Company taking into account stocks, the issues of which have not been effected yet (and thus, the increase of the capital relating to these stocks have not been transformed from conditional into definite one). It is dictated by the recent experience of the Company connected with processing of the application for registration of the amendments of the Articles of Association in the National Court Register indicating the fact that the registry court has departed from the previous practice of recognising of the nominal value of the conditional increase of the share capital in a cumulative way in the register in connection with the subsequent issues of stocks (as a result of exercising the rights from subscription warrants).

In order to make it possible for the persons entitled from the stocks of the Company (obtained as a result of the exercise of rights under subscription warrants as part of the conditional increase of the capital being subject of relevant resolutions of the General Meetings of the Company), it is necessary to confirm, on the level of the Articles of Association, the existence of an unambiguous legal basis for the further entry in the National Court Register of the definite increase of the share capital in the course of issue of mentioned shares.

In the current situation, due to the practical approach of the registry court indicated above, the entry in the National Court Register discloses only the nominal value of the last resolved conditional increase of the capital in connection with the issue of Y-series stocks, omitting the nominal value of the previously resolved increases. This state of affairs raises legal doubts at the side of KDPW which prevent performance of dematerialisation of stocks (related to this increases) in the securities deposit (and further - their admission and introduction into the stock exchange trade) and thus adversely affect the possibility of the Company to realise the rights of the persons entitled to obtain the stocks through their recording in the securities

accounts of these persons (who have submitted representations on acquisition of the stocks in exercising of the rights from the subscription warrants).

The amendment of the Articles of Association provided for in the draft resolution, consisting in adding of new § 6 sub-point f, is aimed at leading to compliance of the entries in the National Court Register with the actually stated in the Articles of Association nominal value of the conditional increase of the share capital, covering on a collective basis all issues of R-, U-, W- and Y-series stocks of the Company not being realised yet, thus being used for elimination of the state of the legal uncertainty as to permissibility of the definite increase of the capital in the course of issue of these stocks; the proposed amendment to the Articles of Association confirms that the legal basis for the issue of these shares will remain in force, allowing them to be duly reflected in the National Court Register. At the same time, it should be emphasized that the proposed amendment to the Articles of Association does not create any new rights to subscribe for the Company's shares, but only refers to rights created earlier in the exercise of rights under the warrants, in accordance with the resolutions adopted by the General Meetings of the Company.