

**Attachments:**

Draft of the Resolution to Item 2 of the agenda

**Resolution no 1/2018  
of the Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on the election of a Chairman of Ordinary General Meeting**

**§1.**

The Ordinary General Meeting decides to elect the Chairman of the Ordinary General Meeting in person of \_\_\_\_\_.

**§2.**

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

Draft of the Resolution to Item 4 of the agenda

**Resolution no 2/2018  
of the Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on approval of the agenda and resolutions drafts of the Ordinary General Meeting of  
Shareholders.**

**§1.**

The Ordinary General Meeting approves the following Agenda:

1. The opening of the Ordinary General Meeting.
2. Appointment of the Chairman of the Ordinary General Meeting.
3. Statement of the validity of the convocation of the Ordinary General Meeting and its ability to adopt resolutions.
4. Accepting the agenda of the meeting.
5. Consideration of the report of the Management Board on the activities of Work Service S.A. for 2017 and the adoption of the resolution on approval of the report of the Management Board on the activities of Work Service S.A. for the previous year, i.e. 2017.
6. Consideration of the financial statement of Work Service S.A. for 2017 and the adoption of the resolution on approval of the financial statement of Work Service S.A. for the previous year, i.e. 2017.
7. Adoption of the resolution on the covering of the loss of Work Service S.A. for 2017.
8. Consideration of the report of the Management Board on the activities of the Work Service capital group for 2017 and the adoption of the resolution on approval of the report of the Management Board on the activities of the Work Service capital group for the previous year, i.e. 2017.
9. Consideration of the consolidated financial statement of the Work Service capital group for 2017 and the adoption of the resolution on approval of the consolidated financial statement of the Work Service capital group for the previous year, i.e. 2017.
10. Adoption of the resolutions on absolving the members of the governing bodies of Work Service S.A. of their duties for the financial year 2017.
11. Adoption of the resolution on approval of the report of the Supervisory Board for 2017.

12. Adoption of the resolution on the amendment of §19 of the Bylaws of the Supervisory Board by giving it a new wording.
13. Adoption of the resolution on repealing resolutions concerning the determination of remuneration of the President of the Supervisory Board, Vice-President of the Supervisory Board, Member of the Supervisory Board and the President of the Audit Committee.
14. Adoption of the resolution on determination of remuneration of members of the Supervisory Board and Audit Committee of Work Service S.A.
15. Adoption of the resolution on the amendment of §1 point III sec. 3 of the Resolution no 24/2013 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 27<sup>th</sup> June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in "WORK SERVICE" S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a new wording.
16. Adoption of the resolution on the amendment of § 1 point I sec. 1, point II sec. 1, point III sec. 2, 4 and 5 and point IV sec. 3 (iv) of the of the Resolution no 24/2013 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 27<sup>th</sup> June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in "WORK SERVICE" S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a new wording.
17. Adoption of the resolution on the issuance through private subscription on 219.000 registered subscription warrants of series E, conditional increase of the share capital of Work Service S.A. by amount not greater than PLN 21.900 by issuance through private subscription not more than 219.000 new ordinary bearer shares of series Y, excluding the entire pre-emptive right of existing shareholders of the Company, in order to grant rights to subscribe for shares to the holders of Subscription Warrants of series F and amendment of the Articles of Association on the Company related to such increase of the share capital, dematerialisation of Company shares of series Y and application for admission of Company shares of series Y to trading on the regulated market of Warsaw Stock Exchange S.A. in Warsaw.
18. Any Other Business.
19. Closing of the General Meeting.

## **§2.**

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

### Draft of the Resolution to Item 5 of the agenda

**Resolution no 3/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018  
on approval of the Management Report of Work Service S.A. for previous financial  
year, i.e. 2017.**

Ordinary General Meeting, having considered the report of the Management Board on the Work Service S.A. activities for 2017, resolves as follows:

## **§ 1.**

Ordinary General Meeting of Shareholders of the company under the name Work Service S.A. with its registered office in Wroclaw approves, after consideration, the Management Board report on Work Service S.A. activities in year 2017.

## **§ 2.**

This Resolution shall come into force on the date of its adoption.

### **JUSTIFICATION:**

The report of Work Service S.A. Management Board for the financial year 2017 has been positively assessed by the Supervisory Board in Resolution No. 2 dated 27<sup>th</sup> April 2018. The Supervisory Board also included in this resolution the recommendation and request to the General Meeting for approval of the report.

Draft of the Resolution to Item 6 of the agenda

**Resolution no 4 /2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on approval of the financial statements of Work Service S.A.  
for previous financial year, i.e. 2017.**

The Ordinary General Meeting of Shareholders, having considered the financial statements of Work Service S.A. for the year 2017 resolves as follows:

### **§ 1.**

Ordinary General Meeting of Shareholders of the company under the name Work Service S.A. with its registered office in Wroclaw, approves, after consideration, the financial statements of Work Service S.A. for the year 2017, which includes:

- 1) the notes of implemented accounting policies,
- 2) statement of financial position drawn up as at 31 December 2017, indicating assets and liabilities in the amount of PLN 859,667,803.16,
- 3) the statement of comprehensive income for the financial year 2017 with a net profit of PLN 64,229,138.96,
- 4) statement of changes in equity for the financial year 2017, showing an decrease in equity by PLN 63,316,335.68,
- 5) statement of cash flows for the period from 1 January 2017 to 31 December 2017, indicating the increase in net cash flow by the amount of PLN 375,764.94,
- 6) additional notes and explanations.

### **§ 2.**

This Resolution shall come into force on the date of its adoption.

### **JUSTIFICATION:**

The financial statements of Work Service S.A. for the fiscal year 2017 have been positively assessed by the Supervisory Board in Resolution No. 2 dated 27<sup>th</sup> April 2018. The Supervisory Board also included in this resolution the recommendation and request to the General Meeting for approval of the Statements.

Draft of the Resolution to Item 7 of the agenda

**Resolution no 5/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on covering of the loss of Work Service S.A. for the year 2017.**

### **§ 1.**

Ordinary General Meeting of Shareholders of Work Service S.A. decides to cover a loss generated by the Company in the year 2017 in the amount of PLN 64,229,138.96 with the profits generated in subsequent years.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**JUSTIFICATION:**

By Resolution No. 1/2018 dated 27<sup>th</sup> April 2018, the Management Board of Work Service S.A. applied to Ordinary General Meeting to cover the loss generated by the Company in 2017 in the total amount PLN 64,229,138.96, with the profits generated in subsequent years. By Resolution No. 1 dated 27<sup>th</sup> April 2018, the Supervisory Board positively assessed the request of the Management regarding the covering of loss generated in the year 2017.

Draft of the Resolution to Item 8 of the agenda

**Resolution no 6/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on approval of the Management Board's report on the business activity of Work Service Capital Group for the previous financial year, i.e. 2017.**

Ordinary General Meeting of Shareholders, having considered the Management Board report on Work Service Capital Group activity for the year 2017, resolves as follows:

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw, after consideration, approves the report of the Management Board on Work Service Capital Group activity for the year 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**JUSTIFICATION:**

The report of the Management Board on Work Service Capital Group activity for the financial year 2017 has been positively assessed by the Supervisory Board in Resolution No. 2 dated 27<sup>th</sup> April 2018. In the resolution the Supervisory Board has also included recommendation and request to the General Meeting for approval of the Report.

Draft of the Resolution to Item 9 of the agenda

**Resolution no 7/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on approval of the consolidated financial statements of the Work Service Capital Group for the previous financial year, i.e. for 2017.**

Ordinary General Meeting of Shareholders, having considered the financial statements of the Work Service Capital Group for the year 2017, resolves as follows.

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wroclaw, after consideration, approves the consolidated financial statements of the Work Service Capital Group for the year 2017, which includes:

- 1) consolidated statement of financial position, indicating assets and liabilities amounting to PLN 1,111,166,813.33;

- 2) consolidated statement of comprehensive income for the financial year from 1 January to 31 December 2017, showing a net profit amounting to PLN 86,732,398.23 and income in the amount of PLN -96,689,527.93;
- 3) Consolidated statement of changes in equity for the period from 1 January to 31 December 2017, showing a decrease in equity by the amount of PLN 212,323,373.51;
- 4) consolidated statement of cash flows for the period from 1 January to 31 December 2017, indicating a decrease in net cash flow by the amount of PLN 43,499,506.34;
- 5) notes and explanations to the consolidated financial statements.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**JUSTIFICATION:**

Consolidated financial statement of Work Service Capital Group for the financial year 2017 has been positively assessed by the Supervisory Board in Resolution No. 2 dated 27<sup>th</sup> April 2018. In the resolution, the Supervisory Board has also included the recommendation and request to the General Meeting for approval of the Report.

Draft of the Resolution to Item 10 of the agenda

**Resolution no 8/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wroclaw, grants Maciej Witucki the acknowledgement of fulfilment of duties as President of the Management Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**JUSTIFICATION to resolutions no 8/2018 to 22/2018:**

Article 395 § 2 item 3) of the Commercial Companies Code and § 10 clause 1 para. d) of the Articles of Association of Work Service S.A.

**Resolution no 9/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Iwona Szmitkowska acknowledgement of the fulfilment of duties as Vice President of the Management Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 10/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Paul Christodoulou acknowledgement of the fulfilment of duties as Vice President of the Management Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 11/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Tomasz Ślęzak acknowledgement of the fulfilment of duties as Vice President of the Management Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 12/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wroclaw, grants Krzysztof Rewers the acknowledgement of the fulfilment of duties as Vice President of the Management Board for the period from 1<sup>st</sup> May 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 13/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wroclaw, grants Piotr Gajek the acknowledgement of the fulfilment of duties as Vice President of the Management Board for the period from 1<sup>st</sup> January 2017 to 8<sup>th</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 14/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Panagiotis Sofianos acknowledgement of the fulfilment of duties as Chairman of Supervisory Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 15/2017  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by the members of bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Tomasz Misiak acknowledgement of the fulfilment of duties as Vice Chairman of Supervisory Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 16/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Everett Kamin acknowledgement of the fulfilment of duties as member of Supervisory Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 17/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018**

**on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Pierre Mellinger acknowledgement of the fulfilment of

duties as member of Supervisory Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 18/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on the acknowledgement of the fulfilment of duties by members of the bodies of Work  
Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wroclaw grants Piotr Kamiński acknowledgement of the fulfilment of duties as member of Supervisory Board for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 19/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on the acknowledgement of the fulfilment of duties by members of the bodies of Work  
Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wroclaw, grants Tomasz Hanczarek the acknowledgement of the fulfilment of duties of Supervisory Board Member for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 20/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on the acknowledgement of the fulfilment of duties by members of the bodies of Work  
Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wroclaw, grants Robert Ługowski the acknowledgement of the fulfilment of duties of Supervisory Board Member for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 21/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018  
on the acknowledgement of the fulfilment of duties by members of the bodies of Work  
Service S.A. in the financial year 2016.**

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wrocław, grants Krzysztof Kaczmarczyk the acknowledgement of the fulfilment of duties of Supervisory Board Member for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**Resolution no 22/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018  
on the acknowledgement of the fulfilment of duties by members of the bodies of Work Service S.A. in the financial year 2017.**

**§ 1.**

Ordinary General Meeting of Shareholders of the Company under the name Work Service S.A. with its registered office in Wrocław, grants John Leone the acknowledgement of the fulfilment of duties of Supervisory Board Member for the period from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

Draft of the Resolution to Item 11 of the agenda

**Resolution no 23/2018  
of Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018  
on approval of Company's Supervisory Board report for the year 2017.**

**§ 1.**

The Ordinary General Meeting of Shareholders under the name Work Service S.A. with its registered office in Wrocław after consideration, approves the report of the Supervisory Board for the year 2017.

**§ 2.**

This Resolution shall come into force on the date of its adoption.

**JUSTIFICATION**

The Report of the Supervisory Board for the year 2017 was approved by Resolution No. 2 of the Supervisory Board dated 27<sup>th</sup> April 2018 and is included in the documents for the Ordinary General Meeting of Shareholders, published on the website [www.workservice.pl](http://www.workservice.pl).

Draft of the Resolution to Item 12 of the agenda

**Resolution no 24/2018  
of the Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018  
on the amendment of §19 of the Bylaws of the Supervisory Board by giving it a new wording.**

**§1.**

The Ordinary General Meeting repeals the existing wording of §19 of the Bylaws of the Supervisory Board of the Company and gives it the following wording:

**"§ 19.**

1. *The Audit Committee shall consist of at least 3 (three) members, including:  
(a) one member must have knowledge and skills in accounting or auditing;*

*b) the members of the committee have knowledge and skills for the scope of the industry in which the Company operates - the condition is fulfilled if at least one member of the Audit Committee has knowledge and skills in the industry or individual members within the defined scope have knowledge and skills in the industry;*  
*(c) the majority of the members of the Audit Committee, including the chairman, must meet the criterion of independence. The independent member referred to above must meet the criteria of independence provided for in Art. 129 sec. 3 of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight (Journal of Laws 2017.06.06 of 2017.06.06).*

*2. The Audit Committee's competence shall comprise:*

*(a) monitoring the financial reporting process;*

*(b) monitoring the effectiveness of internal control, internal audit and risk management systems;*

*(c) monitoring the conduct of audits, in particular audits by the audit firm, taking into account any conclusions and findings of the Audit Oversight Commission resulting from audits carried out in the audit firm;*

*d) controlling and monitoring the independence of the statutory auditor and the audit firm, in particular where the audit firm provides services other than audit services;*

*e) informing the Supervisory Board about the results of the audit and explaining how this study contributed to the reliability of financial reporting in the Company, as well as the role of the Audit Committee in the audit process;*

*f) advising the Supervisory Board on the proper supervision of the Company's financial reporting and the process of auditing the Company's financial statements and the implementation of the financial reporting and internal control rules in the Company, as well as cooperation with the audited entities to audit the Company's financial statements and operating in within these entities with certified auditors.*

*3. The tasks of the Audit Committee include in particular:*

*a) evaluating the independence of the statutory auditor and the audit firm and agreeing to provide non-audit services to the Company;*

*b) developing a policy to select an audit firm to conduct the audit and determine the procedure for selecting an audit firm by the Company;*

*(c) the development of a policy for the audit firm to carry out the audit by entities affiliated with that audit firm and by a member of the audit firm network, authorized non-audit services;*

*d) recommending to the Supervisory Board the selection of the authorized entity (audit firm) to audit the Company's financial statements, including consolidated financial statements, in accordance with the principles defined in procedures and policies , developed in accordance with point (b) and (c) above;*

*e) submitting recommendations aimed at ensuring the reliability of the financial reporting process in the Company;*

*f) preparing draft resolutions of the Supervisory Board on financial matters of the Company;*

*g) consideration of quarterly, semi-annual and annual financial statements of the Company;*

*h) discuss any issues or reservations that may arise from the audit of the Company's financial statements;*

*i) cooperation with the Company's internal auditor;*

*j) analysis of the Company's internal auditors and the Management Board's responses to the comments and postulates contained in these reports;*

*k) analyzing and evaluating the relationships occurring within the Company, the Supervisory Board and the Management Board, with regard to the existence or possibility of a conflict of interest, and taking measures aimed at eliminating such phenomena;*

*l) consideration of any other issues related to the audit of the Company referred to by the Committee or the Supervisory Board.*

4. *The Audit Committee shall meet as appropriate, but not less frequently than twice a year. "*

**§2.**

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

**JUSTIFICATION to the Resolution no 24/2018:**

Amending the Bylaws of the Supervisory Board results from the bringing into life the Act of May 11<sup>th</sup> 2017 *on statutory auditors, auditing companies and public supervision (dz.u.2017.1089 of 2017.06.06)*. Coming to meet the changes introduced to the Audit Committee's rules of operation, it was necessary to adjust provisions of the Bylaws of the Supervisory Board to new regulations.

Draft of the Resolution to Item 13 of the agenda

**Resolution no 25/2018**

**of the Ordinary General Meeting of "WORK SERVICE" S.A.**

**dated 29<sup>th</sup> June 2018**

**on repealing resolutions concerning the determination of remuneration of the President of the Supervisory Board, Vice-President of the Supervisory Board, Member of the Supervisory Board and the President of the Audit Committee.**

**§ 1.**

The Ordinary General Meeting repeals Resolution No. 1 and Resolution No. 2 concerning the determination of the remuneration of members of the Supervisory Board of Work Service S.A., adopted at the Extraordinary General Meeting of Shareholders of Work Service S.A. on 25.08.2006, amended by Resolution No. 35/2014 concerning the determination of remuneration of the Chairman of the Audit Committee and amendment of resolutions of the General Meeting of Shareholders concerning the determination of remuneration of the members of the Supervisory Board, adopted at the Ordinary General Meeting of Shareholders on 27.06.2014.

**§ 2.**

The Ordinary General Meeting repeals Resolution No. 1 concerning the determination of remuneration of members of the Supervisory Board of Work Service S.A., adopted at the Extraordinary General Meeting of Shareholders of Work Service S.A. on 05.04.2007, amended by Resolution No. 35/2014 concerning the determination of remuneration of the Chairman of the Audit Committee and amendment of resolutions of the General Meeting of Shareholders concerning the determination of remuneration of the members of the Supervisory Board of "WORK SERVICE" S.A., adopted at the Ordinary General Meeting of Shareholders on 27.06.2014.

**§ 3.**

The Ordinary General Meeting repeals Resolution No. 18 concerning the determination of remuneration of members of the Supervisory Board for participation in videoconferences and teleconferences related to the performance of their duties related to the performance of their

duties as a member of the Supervisory Board, adopted at the Ordinary General Meeting of Shareholders of Work Service S.A. on 21.07.2008, amended by Resolution No. 35/2014 concerning the determination of remuneration of the Chairman of the Audit Committee and amendment of resolutions of the General Meeting of Shareholders concerning the determination of remuneration of the members of the Supervisory Board, adopted at the Ordinary General Meeting of Shareholders on 27.06.2014.

**§ 4.**

The Ordinary General Meeting repeals Resolution No. 35/2014 concerning the determination of remuneration of the Chairman of the Audit Committee and amendment resolutions of the General Meeting of the Shareholders concerning the determination of remuneration of the members of the Supervisory Board of Work Service S.A., adopted at the Ordinary General Meeting of Shareholders of Work Service S.A. on 27.06.2014.

**§ 5.**

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

Draft of the Resolution to Item 14 of the agenda

**Resolution no 26/2018  
of the Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018  
concerning the determination of remuneration of members of the Supervisory Board  
and Audit Committee of Work Service S.A.**

**§ 1.**

The Ordinary General Meeting determines the amount of remuneration of the members of the Supervisory Board and Audit Committee of Work Service S.A. as follows:

1. Chairman of the Supervisory Board, meeting the independence criteria referred to in Appendix II to the Recommendation of the European Commission 2005/162/WE of 15 February 2005 *on the role of non-executive directors or members of the supervisory board of public entities and the committees of the (supervisory) board*, receives remuneration in the amount of PLN 4,000.00 gross (in words: four thousand zlotys) for the participation in one meeting of the Supervisory Board. Above mentioned remuneration does not comply to the Chairman of the Supervisory Board if he is also appointed as a Chairman of the Audit Committee or a Member of the Audit Committee and receives from that title monthly remuneration on the basis of sec. 3 and 4 below;
2. Vice-Chairman of the Supervisory Board, meeting the independence criteria referred to in Appendix II to the Recommendation of the European Commission 2005/162/WE of 15 February 2005 *on the role of non-executive directors or members of the supervisory board of public entities and the committees of the (supervisory) board*, receives remuneration in the amount of PLN 3,500.00 PLN gross (in words: three thousand five hundred zlotys) for the participation in one meeting of the Supervisory Board. Above mentioned remuneration does not comply to the Vice-Chairman of the Supervisory Board if he is also appointed as a Chairman of the Audit Committee or a Member of the Audit Committee and receives from that title monthly remuneration on the basis of sec. 3 and 4 below;
3. Member of the Supervisory Board, meeting the independence criteria referred to in Appendix II to the Recommendation of the European Commission 2005/162/WE of 15 February 2005 *on the role of non-executive directors or members of the supervisory*

*board of public entities and the committees of the (supervisory) board*, receives remuneration in the amount of PLN 3,000.00 gross (in words: three thousand zlotys) for the participation in one meeting of the Supervisory Board. Above mentioned remuneration does not comply to the Member of the Supervisory Board if he is also appointed as a Chairman of the Audit Committee or a Member of the Audit Committee and receives from that title monthly remuneration on the basis of sec. 3 and 4 below;

4. Chairman of the Audit Committee, if he meets the criteria of independence referred to in the Act of 11 May 2017 *on statutory auditors, audit firms and public oversight* (OJ 2016.1089 of 2017.06.06), receives remuneration in the amount of PLN 4.000,00 gross (in words: four thousand zlotys) per month;
5. Vice-Chairman of the Audit Committee or a Member of the Audit Committee, if he meets the criteria of independence referred to in the Act of 11 May 2017 *on statutory auditors, audit firms and public oversight* (OJ 2016.1089 of 2017.06.06) receives remuneration in the amount of PLN 2,000.00 gross (in words: two thousand zlotys) per month.

### **§ 2.**

Chairman of the Supervisory Board, Vice-Chairman of the Supervisory Board or a Member of the Supervisory Board, who doesn't meet the independence criteria referred to in Appendix II to the Recommendation of the European Commission 2005/162/WE of 15 February 2005 *on the role of non-executive directors or members of the supervisory board of public entities and the committees of the (supervisory) board*, and a Chairman of the Audit Committee or a Member of the Audit Committee, who doesn't meet the independence criteria referred to in the Act of 11 May 2017 *on statutory auditors, audit firms and public oversight* (OJ 2016.1089 of 2017.06.06), does not receive any remuneration from the title of being a Chairman of the Supervisory Board, Vice-Chairman of the Supervisory Board or a Member of the Supervisory Board and a Chairman of the Audit Committee or Vice-Chairman of the Audit Committee or a Member of the Audit Committee.

### **§ 3.**

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

### **JUSTIFICATION to resolutions no 25/2018 and 26/2018:**

The purpose of adopting the above resolutions is rewarding by the Company only those members of the Supervisory Board and the Audit Committee who meet the independence criteria referred to in Annex II to the European Commission Recommendation 2005/162 / EC of February 15, 2005, regarding the role of non-executive directors or being members of the supervisory board of listed companies and committees of the (supervisory) board in the case of members of the Supervisory Board, and the act of 11 May 2017 on statutory auditors, auditing companies and public supervision (Dz.U.2017.1089 dated 2017.06.06) in case of members of the Audit Committee.

Draft of the Resolution to Item 15 of the agenda:

**Resolution no 27/2018  
of the Ordinary General Meeting of "WORK SERVICE" S.A.  
dated 29<sup>th</sup> June 2018  
on the amendment of §1 point III sec. 3 of the Resolution no 24/2013 of the Ordinary  
General Meeting of "WORK SERVICE" S.A. dated 27<sup>th</sup> June 2013 on adoption and**

**setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a new wording.**

**§ 1.**

The Ordinary General Meeting repeals the existing wording of §1 point III sec. 3 of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27<sup>th</sup> June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, and gives it the following wording:

*“3. Shares will be blocked to prevent their disposal until one of the following three events takes place:*

- *Lapse of 2 (two) years from the date of conversion off warrants to shares,*
- *WorkSource Investments S.a.r.l. discretionary waiver of lockup,*
- *WorkSource Investments S.a.r.l. exit from the Company.”*

**§ 2.**

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

**JUSTIFICATION to resolution no 27/2018:**

The purpose of adopting the above resolution is to change conditions of lock-up of shares converted from warrants, to more favorable for managers taking part in Management Share Option Plan.

Draft of the Resolution to Item 16 of the agenda

**Resolution no 28/2018  
of Ordinary General Meeting of “WORK SERVICE” S.A.  
dated 29<sup>th</sup> June 2018**

**on the amendment of § 1 point I sec. 1, point II sec. 1, point III sec. 2, 4 and 5 and point IV sec. 3 (iv) of the of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a new wording.**

**§ 1.**

The Ordinary General Meeting repeals §1 point I sec. 1 of the of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

*„1. The Program is a 5-year program established for the years 2013-2017, with the condition that if in one of the years indicated above no warrants will be issued, these not issued warrants will be issued in 2018-2021.”*

**§ 2.**

The Ordinary General Meeting repeals §1 point II sec. 1 of the of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in

"WORK SERVICE" S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

*„1. Members of the Management Board specified in the resolution of the Supervisory Board and key members of the management Staff will be entitled to participate in the Program („Key Authorized Managers”).*

### **§ 3.**

The Ordinary General Meeting repeals §1 point III sec. 2, 4 and 5 of the of the Resolution no 24/2013 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in "WORK SERVICE" S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

*"2. Warrants that were issued in 2014-2018 will be converted into shares on June 30, 2018, and warrants that were issued in 2019 - 2021 will be converted into shares on June 30, 2021, with the exception of warrants granted to the Key Authorized Managers who have been employed in the Company for less than 18 months during the Program in accordance with point I sec. 1 of the Program. These warrants will be transferred to the Reserve for use at the discretion of the Supervisory Board. "*

*"4. The warrants will be issued on June 30 of each calendar year, from June 30, 2014 to June 30, 2018 (five issues), with the condition that the non-issued warrants in 2014-2018 will be issued in 2019-2021, beginning with from 30 June 2019 on the basis of the budget implementation for 2018, until 30 June 2021, based on the budget implementation level for 2020.*

*5. The number of warrants acquired by the Authorized Key Managers each year, excluding 2018, in which warrants will be issued unconditionally, will depend on:*

- 1. implementation of the budget for a given year in relation to the Business Plan (constituting Annex 1 to this Program) in terms of warrants issued in 2013 - 2017,*
- 2. implementation of the budget for 2018, 2019, 2020, as regards warrants issued in 2019-2021, provided that each budget set for the above-mentioned the years will be previously approved by the Supervisory Board,*

*and in accordance with the following rules:*

- (i) a maximum of 291,000 warrants may be issued for each year from 2013 to 2017 (in 5 issues that take place on June 30 of the following year), including:*
  - up to 216,000 warrants will be allocated to members of the Management Board (up to 36,000 warrants for each member of the Management Board in each of the 5 issues, with the exception of a Member of the Management Board for Sale, who will participate in 4 issues starting from June 30, 2015), and*
  - up to 75,000 warrants will be allocated to other key managers (up to 5,000 warrants for each key manager in each of the 5 issues);*
- (ii) a maximum of 291,000 warrants may be issued in 2018 (in one issue taking place on 30 June 2018), including:*
  - up to 93,000 warrants will be allocated to members of the Management Board, (up to 23,250 warrants per member of the Management Board, in one issue), and*
  - up to 198,000 warrants will be allocated to other key managers (up to 11,000 warrants for each key manager in one issue);*
- (iii) a maximum of 197,553 warrants may be issued for each year from 2019 to 2021 (in three issues that take place on June 30 of the following year), including:*

- up to 79,020 warrants will be allocated to members of the Management Board (up to 15,804 warrants per member of the Board in one issue, and
  - up to 118,520 warrants will be allocated to other key managers (up to a maximum of 6,000 warrants for each other key manager in one issue);
- (iv) in relation to 2013-2017, if the actual EBIT value (consolidated EBIT of the Company included in the audited financial statements for a given year, provided that in relation to 2013 the consolidated EBIT ratio of the Company with the proforma of the acquired companies is appropriate in 2013) will be equal to or exceed the value of the planned EBIT, then the maximum number of warrants will be issued. If the actual EBIT value is lower than the planned EBIT, then:
- the number of warrants issued for a given year will be 0 if the actual EBIT is lower than 85% of the planned EBIT; and
  - if the implementation of the budget falls within the range between 85% and 100%, the number of warrants issued for a given year will increase proportionally from 0 in the case of implementation of the plan in 85% to 291,000 in the case of implementation of the plan in 100% or more.
- (v) in relation to 2019 - 2021 - if the actual EBIT (consolidated EBIT of the Company included in the audited financial statements for a given year) is equal to or exceeds the planned EBIT, then the maximum number of warrants will be issued. If the actual EBIT value is lower than the planned EBIT, then:
- The number of warrants issued for a given year will be 0 if the actual EBIT is lower than 85% of the planned EBIT; and
  - If the budget implementation falls within the range between 85% and 100%, the number of warrants issued for a given year will increase proportionally from 0 if the plan is implemented in 85% to 197.553 if the plan is 100% or more.
- (vi) Any warrants that will not be distributed for any reason will be transferred to a reserve that may be distributed by the Supervisory Board at its discretion. "

#### **§ 4.**

The Ordinary General Meeting repeals §1 point IV sec. 3 (iv) of the of the Resolution no 24/2013 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in "WORK SERVICE" S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

*"(iv) gave up and was involved before 1 January 2021 in any form (including employment, advisory services, equity investment, financing) in any company competing with the Company."*

#### **§ 5.**

Resolution comes into force on the day of its adoption.

### **Resolution no 29/2018 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 29<sup>th</sup> June 2018**

***on the issuance through private subscription of 291.000 registered subscription warrants of series F, conditional increase of the share capital of Work Service S.A. by amount not greater than PLN 21.900 by issuance through private subscription not more than 219.000 new ordinary bearer shares of series Y, excluding the entire pre-emptive right of existing shareholders of the Company, in order to grant rights to subscribe for shares to the holders of Subscription Warrants of series E and amendment of the Articles of Association of the Company related to such increase of the share capital, dematerialisation of Company shares of series Y and application for***

**admission of Company shares of series Y to trading on the regulated market of  
Warsaw Stock Exchange S.A. in Warsaw.**

The Ordinary General Meeting of Work Service S.A. with its registered office in Wrocław (the "Company"), hereby resolves as follows:

**§ 1.**

1. Pursuant to art. 453 § 2 and 3 of the Commercial Companies Code („CCC”) the issuance of 219.000 bearer subscription warrants of series F („F Subscription Warrants”) shall be resolved.
2. F Subscription Warrants shall be issued in the form of a document, and may be issued in collective sections.
3. F Subscription Warrants shall be issued free of charge.
4. One F Subscription Warrant shall entitle to subscribe for 1 (one) Y Series Share (as defined below).
5. Rights to acquire shares of Series Y under F Subscription Warrants can be exercised no earlier than 30 June 2018 and no later than 31 July 2018.
6. Management Board shall be authorised to issue Series E Subscription Warrants entitling to subscribe for Series Y Shares in the period from 30 June 2018 to 15 July 2018.
7. Series F Subscription Warrants, from which the right to acquire shares of Series Y has not been exercised within the period specified in § 1 section 5, shall expire.
8. Series F Subscription Warrants shall be offered for subscription by way of private placement addressed to the following Entitled Key Managers of the Company:
  - 1) **Maciej Witucki** - 23 250 Series F Subscription Warrants,
  - 2) **Iwona Szmitowska** – 23 250 Series F Subscription Warrants,
  - 3) **Tomasz Ślęzak** - 23 250 Series F Subscription Warrants,
  - 4) **Krzysztof Rewers** - 23 250 Series F Subscription Warrants,
  - 5) **Ewa Klimczuk** – 11 000 Series F Subscription Warrants,
  - 6) **Artur Rogowski** - 11 000 Series F Subscription Warrants,
  - 7) **Nikodem Żmijewski** - 11 000 Series F Subscription Warrants,
  - 8) **Marcin Kapusta** - 11 000 Series F Subscription Warrants,
  - 9) **Agata Moroz** - 11 000 Series F Subscription Warrants,
  - 10) **Piotr Adamczyk** - 11 000 Series F Subscription Warrants,
  - 11) **Maria Pertek** - 11 000 Series F Subscription Warrants,
  - 12) **Agata Zdybicka** - 11 000 Series F Subscription Warrants,
  - 13) **Karina Tokarska** - 11 000 Series F Subscription Warrants,
  - 14) **Ziemowit Tokarski** - 11 000 Series F Subscription Warrants,
  - 15) **Jarosław Dymitruk** - 11 000 Series F Subscription Warrants
  - 16) **Marzena Bujanowska-Orawczak** - 7 000 Series F Subscription Warrants,
  - 17) **Jolanta Kosior** – 7 000 Series F Subscription Warrants,
  - 18) **Agnieszka Zadrożna** – 7 000 Series F Subscription Warrants,
  - 19) **Joanna Holweger** - 7 000 Series F Subscription Warrants,
  - 20) **Agnieszka Żak** - 7 000 Series F Subscription Warrants,
  - 21) **Agnieszka Sidor** - 7 000 Series F Subscription Warrants,
  - 22) **Magdalena Piękoś** - 7 000 Series F Subscription Warrants,
  - 23) **Marzena Wejnert** - 7 000 Series F Subscription Warrants,
  - 24) **Elżbieta Szpytko** - 7 000 Series F Subscription Warrants,
  - 25) **Paweł Wielgus** - 7 000 Series F Subscription Warrants,
  - 26) **Anna Ligęza** - 7 000 Series F Subscription Warrants.
9. Series F Subscription Warrants are non-transferable.

**§ 2**

1. Pursuant to art. 432, 433 § 2, 448 § 1 and 2, item 3 and art. 449 of CCC, the increase in the share capital of Work Service in the amount not higher than PLN 21,900 (twenty one thousand nine hundred PLN) through the issuance of not more than 219.000 (say: two hundred nineteen thousand) of ordinary bearer shares of series Y, with the nominal value of PLN 0.10 (ten grosz) each ("**Series Y Shares**") is hereby resolved.
2. The purpose of the conditional increase of share capital is to grant the right to subscribe for Series Y Shares to holders of series F Subscription Warrant issued by Work Service pursuant to this Resolution. Acquisition of Series Y Shares shall take place within the period specified in § 1 section 5 above.
3. Series W Shares shall be issued exclusively in exchange for cash contributions to the holders of Series E Subscription Warrants who submit a written statement of acquisition of Series W Shares in accordance with Article 451 § 1 CCC and pay the issue price for Series W Shares.
4. The issue price of the Series Y Shares, issued to the holder of Series F Subscription Warrants, shall be PLN 0.10 (ten grosz) per Series Y Share.
5. Series Y Shares shall participate in the dividend starting from distributions of income which is intended for distribution for the financial year 2018, ended 31 December 2018.
6. Series Y Shares shall be issued as securities not having form of a document and shall be subject to dematerialisation within the meaning of appropriate provisions on Trading in Financial Instruments. For this purpose the Management Board shall be authorised to conclude an appropriate agreement with the National Depository for Securities S.A. ("NDS") on registration (dematerialisation) of Series Y Shares in securities depository kept by NDS.
7. Series Y Shares shall be subject of application for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange S.A. ("WSE"), which in the first place shall be the primary market of the WSE, if the relevant criteria and the conditions are met -under the relevant laws and regulations of the WSE- allowing the admission of Shares to trading on the primary market.
8. The Management Board of the Company is hereby authorised and obliged to:
  - a) take all actions related to submitting an offer for acquisition of Subscription Warrants F, allotment of Series Y Shares for the benefit of the persons defined in § 1 section 8 point of this resolution.
  - b) take all actions and activities for release and introduction of Series Y Shares to trading on the regulated market operated by the WSE, including the submission of applications and notices to the Financial Supervision Commission, submission of applications and conclusion of relevant agreements with the National Depository for Securities S.A. ("**NDS**") and WSE;
  - c) perform all actions necessary to carry out the dematerialisation of all shares of Series Y including the conclusion with NDS of agreement for the registration of Series Y Shares at securities depository kept by NDS, for the purpose of its dematerialisation.
9. Within the scope not covered by this resolution, as regards to Series F Subscription Warrants, the provisions of Resolution No. 24/2013 of Ordinary General Meeting of Work Service S.A. dated 27 June 2013, on the adoption and establishing the rules of conducting Management Option Programme in Work Service S.A. and on the authorisation of the Supervisory Board to perform the various tasks as defined in the Management Option Programme, with further amendments, shall apply.
10. The Ordinary General Meeting of the Company, pursuant to Art. § 379 of the CCC, hereby appoint the proxy in person of Maria Pertek to represent the Company in submission of the offer to acquire F Subscription Warrants to members of the Company Management Board, defined in § 1 section 8 point 1-4 of this Resolution, to represent the Company in agreements for acquisition of Series Y Shares with members of the Management Board listed in § 1 section 8 point 1-4 of this Resolution and any other agreements with the

members of the Management Board mentioned in § 1. section 8 point 1-4, as may be necessary for the implementation of this resolution.

**§ 3**

In the interest of Work Service the existing shareholders of Work Service shall be entirely deprived of the pre-emptive rights to Series F Subscription Warrants and Series Y Shares.

**§ 4**

In connection with the conditional share capital increase made pursuant to this Resolution Ordinary General Meeting of Work Service decides to add a new § 6d in the Articles of Association of Work Service with the following wording:

„§ 6d

1. *The share capital of the Company shall be conditionally increased by not more than PLN 21,900 (twenty one thousand nine hundred zloty) by the issuance of not more than 219.000 (two hundred nineteen thousand) ordinary bearer shares of series Y with a nominal value of PLN 0.10 (ten grosz) each.*
2. *The purpose of the conditional increase of share capital is to grant the right to subscribe for series Y shares to the holders of Series F Subscription Warrants issued pursuant to Resolution No. 28/2016 of the Ordinary General Meeting of 29 June 2016.*
3. *Persons entitled to subscribe for series Y shares shall be the holders of series F Subscription Warrants referred to in section 2 above, excluding the pre-emptive right of the existing shareholders*
4. *Rights to acquire Series Y Shares under the Series F Subscription Warrants can be exercised no earlier than 30 June 2018 and no later than 31 July 2018.”*

**§ 5**

This Resolution shall come into force on the date of its adoption.

**JUSTIFICATION to resolution no 28/2018 and 29/2018:**

Resolutions no 28/2018 and 29/2018 were introduced to the Agenda as a result of request of a shareholder.