

Attachment 2 – the content of the draft resolutions to be discussed at the EGM:

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 4th October 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.

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 4th October 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 determination of remuneration of members of the Supervisory Board and Audit Committee of “WORK SERVICE” S.A.
6. Adoption of resolutions on the amendment of the Management Share Option Plan in “WORK SERVICE” S.A.
7. Adoption of a resolution regarding private placement of 291,000 registered F-series subscription warrants, a conditional increase in the share capital of "WORK SERVICE" S.A. for an amount not exceeding PLN 29,100 through the private placement of 291,000 new series Y ordinary bearer shares excluding the pre-emptive rights of the existing shareholders, in order to grant rights to subscription for series F subscription warrants and related to such an increase in the Articles of Association , dematerialization of the Y series company shares and applying for the admission of the Y series company shares to trading on the regulated market of the Warsaw Stock Exchange SA in Warsaw.
8. Any Other Business.
9. 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 Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 4th October 2018
concerning change in the remuneration of members of the Supervisory Board and
Audit Committee of Work Service S.A.

§ 1.

The Extraordinary General Meeting repeals the existing wording of §1 sec. 4 of the Resolution no 27/2018 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 29th June 2018 on determination of remuneration of members of the Supervisory Board and Audit Committee of Work Service S.A., and gives it the following wording:

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 5.000,00 gross (in words: five thousand zlotys) per month;*

§ 2.

The Extraordinary General Meeting repeals the existing wording of §1 sec. 5 of the Resolution no 27/2018 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 29th June 2018 on determination of remuneration of members of the Supervisory Board and Audit Committee of Work Service S.A., and gives it the following wording:

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 3,000.00 gross (in words: three thousand zlotys) per month.*

§ 3.

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

JUSTIFICATION:

The proposal to pass this resolution is related to the intention to adjust the remuneration of the members of the Audit Committee of the "WORK SERVICE" S.A. to market rates.

Drafts of the Resolutions to Item 6 of the agenda

Resolution no 4/2018
of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 4th October 2018
regarding the change by giving new wording to §3 of Resolution No. 28/2018 of the
Ordinary General Meeting of "WORK SERVICE" S.A. dated 29th June 2018 regarding
the change of §1 point I item 1, point II, paragraph 1, point III, paragraph 2, 4 and 5 and
point IV, para. 3 point (iv) of Resolution No. 24/2013 of the Ordinary General Meeting of
"WORK SERVICE" S.A. dated 27th June 2013 regarding the adoption and establishing
the principles of conducting the Managerial Options Program in "WORK SERVICE"
S.A. and on the authorization of the Supervisory Board to perform specific actions
specified in the Managerial Options Program, by giving them a new wording.

§ 1.

The Extraordinary General Meeting repeals the current wording of §3 of Resolution No. 28/2018 of the Ordinary General Meeting of "WORK SERVICE" S.A. of 29 June 2018 regarding the change of §1 point I item 1, point II, paragraph 1, point III, paragraph 2, 4 and 5 and point IV, para. 3 point (iv) of Resolution No. 24/2013 of the Ordinary General Meeting of "WORK SERVICE" S.A. of June 27, 2013 regarding the adoption and establishing the principles of conducting the Managerial Options Program in "WORK SERVICE" S.A. and on the authorization of the Supervisory Board to perform specific actions set out in the Managerial Options Program, by giving them a new wording, and gives it a new wording as follows:

"2. Warrants that were issued in 2014-2017 will be converted into shares from June 30, 2018 to July 31, 2018; warrants that will be issued in 2018 will be converted into shares from December 1, 2018 to December 15, 2018; and warrants that will be issued in 2019 - 2021 will be converted into shares from 30 June 2021 to 31 July 2021, with the exception of warrants granted to the Eligible Key Managers who were employed in the Company for less than 18 months in the duration of the Program in accordance with paragraph I, paragraph 1 Program. These warrants will be transferred to the Reserve for use at the discretion of the Supervisory Board.

4. The warrants will each time be issued on the day of the Ordinary General Meeting of each calendar year, from 2014 to 2018 (five issues), with the provision that in 2018 warrants will be issued from October 4 to October 31. Unqualified warrants in 2014-2018 will be issued in 2019-2021, starting from the date of the Ordinary General Meeting in 2019 on the basis of the degree of budget implementation for 2018, until the date of the Ordinary General Meeting in 2021 on based on the level of implementation of the budget 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 budgets for 2018, 2019, 2020, in terms of 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 the day of the Ordinary General Meeting of each subsequent 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 the Member of the Management Board for Sale, who will participate in 4 issues starting from 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 October 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 the day of the Ordinary General Meeting of each subsequent 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 and the proforma of the acquired companies are 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 respect of 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."

§ 2.

The resolution comes into force on the day of its adoption.

**Resolution no 5/2018
of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 4th October 2018
regarding the change of §1 point V par. 3 and 5 of Resolution No. 24/2013 of the
Ordinary General Meeting of "WORK SERVICE" S.A. of June 27, 2013 regarding the
adoption and establishing the principles of conducting the Managerial Options
Program in "WORK SERVICE" S.A. and on the authorization of the Supervisory Board
to perform specific actions specified in the Managerial Options Program, by giving
them a new wording.**

§ 1.

The Extraordinary General Meeting repeals the current wording of §1 point V par. 3 and 5 of Resolution No. 24/2013 of the Ordinary General Meeting of "WORK SERVICE" S.A. of June 27, 2013 regarding the adoption and establishing the principles of conducting the Managerial

Options Program in "WORK SERVICE" S.A. and on the authorization of the Supervisory Board to perform specific activities specified in the Management Option Plan, and gives them a new, following wording:

"3. Shares will be issued at the price of PLN 1.17 (in words: one zloty and seventeen groszy) per share."

"5. Entitled Key Managers will be required to pay the price for the acquired shares within three business days from the date of conclusion of the contract for taking up the Company's shares."

§ 2.

The resolution comes into force on the day of its adoption.

Draft of the Resolution to Item 7 of the agenda

Resolution no 6/2018 of the Extraordinary General Meeting of "WORK SERVICE" S.A. dated 4th October 2018

on the issue, by way of private subscription, of 291,000 registered F series subscription warrants, a conditional increase in the share capital of "WORK SERVICE" S.A. for an amount not exceeding PLN 29,100 through the private placement of 291,000 new series Y ordinary bearer shares excluding the pre-emptive rights of the existing shareholders, in order to grant rights to subscription for series F subscription warrants and related to such an increase changes in the Articles of Association, dematerialization of the Y series company shares and applying for the admission of the Y series company shares to trading on the regulated market of the Warsaw Stock Exchange SA in Warsaw.

The Extraordinary General Meeting resolves as follows:

§ 1.

1. Based on art. 453 § 2 and 3 of the Code of Commercial Companies ("CCC"), it is resolved to issue up to 291,000 registered F series subscription warrants ("F Subscription Warrants").
2. F Subscription Warrants will be issued in the form of a document and may be issued in collective sections.
3. F Subscription Warrants will be issued free of charge.
4. One Subscription Warrant F will entitle to take up 1 (one) Series Y Shares (as defined below).
5. The rights to subscribe for the Series Y Shares resulting from the Subscription Warrants F may be exercised not earlier than on December 1, 2018 and not later than on December 15, 2018.
6. The Management Board is authorized to issue Series F Subscription Warrants authorizing to subscribe for the Series Y Shares from October 4, 2018 to October 31, 2018.
7. Series F Subscription Warrants, from which the right to subscribe for the Series Y Shares has not been exercised within the time limit specified in § 1 sec. 5, expire.
8. Series F Subscription Warrants shall be offered for subscription by way of a private offer addressed to the following Entitled Key Company Managers:
 - 1) **Maciej Witucki** - 23 250 series F Subscription Warrants,

- 2) **Iwona Szmitkowska** - 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 F-series Subscription Warrants,
- 6) **Artur Rogowski** - 11,000 F-series Subscription Warrants,
- 7) **Nikodem Żmijewski** - 11,000 F-series Subscription Warrants,
- 8) **Marcin Kapusta** - 11,000 F-series Subscription Warrants,
- 9) **Agata Moroz** - 11,000 F-series Subscription Warrants,
- 10) **Piotr Adamczyk** - 11,000 F-series Subscription Warrants,
- 11) **Maria Pertek** - 11,000 F-series Subscription Warrants,
- 12) **Agata Zdybicka** - 11,000 F-series Subscription Warrants,
- 13) **Karina Tokarska** - 11,000 F-series Subscription Warrants,
- 14) **Ziemowit Tokarski** - 11,000 F-series Subscription Warrants,
- 15) **Jarosław Dymitruk** - 11,000 F-series Subscription Warrants,
- 16) **Marzena Bujanowska-Orawczak** - 7,000 F-series Subscription Warrants,
- 17) **Jolanta Kosior** - 7,000 F Series Subscription Warrants,
- 18) **Agnieszka Zadrożna** - 7,000 F-series Subscription Warrants,
- 19) **Joanna Holweger** - 7,000 F-series Subscription Warrants,
- 20) **Agnieszka Żak** - 7,000 F-series Subscription Warrants,
- 21) **Agnieszka Sidor** - 7,000 F-series Subscription Warrants,
- 22) **Magdalena Piękoś** - 7,000 F-series Subscription Warrants,
- 23) **Marzena Wejnert** - 7,000 F-series Subscription Warrants,
- 24) **Elżbieta Szpytko** - 7,000 F Series Subscription Warrants,
- 25) **Paweł Wielgus** - 7,000 F-series Subscription Warrants,
- 26) **Anna Ligięza** - 7,000 F-series Subscription Warrants.

9. Series F Subscription Warrants are not transferable.

§ 2.

1. Based on art. 432, 433 § 2, 448 § 1 and 2 point 3 and art. 449 of the Commercial Companies Code, it is resolved to conditionally increase the share capital of "WORK SERVICE" S.A. for an amount not greater than PLN 29,100 (twenty-nine thousand one hundred zlotys) by issuing no more than 291,000 (two hundred and ninety-one thousand zlotys) ordinary bearer Y-series shares with a nominal value of PLN 0.10 (ten) each ("Series Y Shares").
2. The purpose of the conditional capital increase is to grant the right to subscribe for the Series Y Shares to the holder of Series F Subscription Warrants that will be issued by "WORK SERVICE" S.A. on the basis of this Resolution. The take-up of the Y-Series Shares will take place on the date specified in § 1 sec. 5 above.
3. The Series Y Shares will be issued only in return for cash contributions to the holders of the F Series Subscription Warrants who submit a written statement on taking up the Series Y Shares in accordance with Art. 451§ 1 of the Commercial Companies Code and will pay the issue price of the Series Y Shares.
4. The issue price of Series Y Shares issued to the holder of Series F Subscription Warrants is PLN 1.17 (one zloty and seventeen groszy) for one Y Series Share.
5. The Series Y Shares will participate in the dividend starting from the payment of profits which will be allocated for distribution for the financial year 2018, ending on December 31, 2018.
6. Series Y Shares will be issued as securities without a form of a document and will be subject to dematerialization within the meaning of the relevant provisions on trading in

financial instruments. To this end, the Management Board of the Company is authorized to enter into an appropriate agreement with the National Deposit of Securities SA. ("KDPW") regarding the registration (dematerialisation) of the Y-Series Shares in the securities depository kept by the KDPW.

7. Series Y Shares will be the subject of applying for admission and introduction to trading on the regulated market, kept by the Warsaw Stock Exchange SA. ("WSE"), which should primarily be the WSE main market, if the relevant, resulting from the applicable laws and regulations of the WSE, criteria and conditions allowing admission of the Company's shares to trading on this primary market are met.

8. The Management Board of the Company is hereby authorized and obligated to:

a) to take all actions related to submitting an offer to subscribe for Subscription Warrants F, the allocation of Series Y Shares to eligible persons listed in §1 sec. 8 of this resolution;

b) take all actions and activities to admit and introduce Series Y Shares to trading on the regulated market operated by the WSE, including submitting relevant applications and notifications to the Polish Financial Supervision Authority, submitting applications and concluding relevant agreements with the National Depository for Securities S.A. ("KDPW") and the WSE;

c) carry out all activities necessary to carry out the dematerialization of all Series Y Shares, including concluding an agreement with KDPW for the registration of Series Y Shares in a securities depository kept by KDPW in order to dematerialize them.

9. To the extent not regulated in this resolution, the provisions of the resolution No. 24/2013 of the Ordinary General Meeting of Work Service SA of June 27, 2013 regarding the adoption and determination of the principles of carrying out the Management Option Plan in Work Service SA and on the authorization of the Supervisory Board to perform particular activities specified in the Managerial Options Program with further amendments, shall apply to the F Series Subscription Warrants.

10. The Extraordinary General Meeting of the Company hereby designates pursuant to art. 379 § CCC, a proxy in the person of Maria Pertek to represent the Company in submitting an offer to subscribe for Subscription Warrants F to the members of the Company's Management Board, listed in § 1 sec. 8 points 1-3 of this resolution, to represent the Company in agreements for the subscription of the Y-Series Shares with the Management Board members mentioned in the mentioned § 1 sec. 8 points 1-3 of this resolution, as well as any other agreements with the Management Board members mentioned in § 1 sec. 8 points 1-3 which will prove necessary to implement this resolution.

§ 3.

In the interest of "WORK SERVICE" S.A., the Company deprives the current shareholders of "WORK SERVICE" S.A. all rights to subscription for series F subscription warrants and Y series shares in their entirety.

§ 4.

In connection with the conditional increase in share capital made on the basis of this Resolution, the Extraordinary General Meeting of "WORK SERVICE" S.A. decides to add a new § 6e in the Statute of "WORK SERVICE" S.A. as follows:

"§ 6 e

1. The share capital of the Company is conditionally increased by no more than PLN 29,100 (twenty nine thousand one hundred zlotys) by issuing no more than 291,000 (two hundred

and ninety one thousand) ordinary bearer shares of the Y series with a nominal value of PLN 0.10 (ten groszy) each.

2. The purpose of the conditional share capital increase is to grant the right to subscribe for series Y shares, holders of Series F Subscription Warrants issued on the basis of Resolution No. 6/2018 of the Extraordinary General Meeting of October 4, 2018.

3. The holders of Series F Subscription Warrants shall be entitled to subscribe for Series Y Shares, mentioned in sec. 2 above, excluding the pre-emptive right of the existing shareholders.

4. The rights to subscribe for Series Y Shares resulting from the F Series Subscription Warrants may be exercised not earlier than on December 1, 2018 and no later than on December 15, 2018."

§ 5.

The resolution comes into force on the day of its adoption.

JUSTIFICATION TO RESOLUTIONS No 4/2018, 5/2018 and 6/2018:

The company has achieved lower results than was provided for in the Budget Plans, which means that no subscription warrants provided for in the Program have been issued. In November 2017, the Management Board of the Company presented a new Strategy WS2020 for 2018-2020. The strategy assumes focusing on key activities along with cross-border employee exchange, while significantly optimizing costs through internal reduction of employment in the Polish structures and the Company's headquarters. Among other things, one level of management has been reduced, thanks to which the flattened organizational structure includes Directors of the Regions reporting directly to the Member of the Work Service SA Management Board. The realized reduction in employment amounted to almost 20% of the Company's own staff. In view of restructuring challenges and ambitious assumptions of the WS2020 Strategy in order to build motivation and loyalty of the management team, it is proposed to issue for the Company's Management Board and its key managers 291,000 subscription warrants that were planned for issue in the Program, but were ultimately not issued due to achieving lower than planned financial results by the Company.