

**Attachment no 1 – drafts of the resolutions of the Extraordinary General Meeting of Work Service S.A. dated 14/12/2018**

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 14<sup>th</sup> 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 14<sup>th</sup> December 2018  
on approval of the agenda of the Extraordinary General Meeting of Shareholders.  
§1.**

The Extraordinary General Meeting approves the following Agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chariman of the Extraordinary General Meeting.
3. Confirmation of the correctness of convening the Extraordinary General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding the change of the Company Articles of Association in the field of determining the total nominal value of the conditionally increased share capital of the Company.
6. Adoption of a resolution regarding the change of § 6b, §7 para. 5 and §10 of the Articles of Association of the Company.
7. Adoption of a resolution regarding the adoption of the consolidated text of the Articles of Association of the Company.
8. Adoption of a resolutions regarding changes in the composition of the Company's Supervisory Board.
9. Any other business.
10. 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:

Company's draft:

**Resolution No. 3/2018  
of the Extraordinary General Meeting of "WORK SERVICE" S.A.  
dated 14<sup>th</sup> 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 § 6e new § 6f 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.

Shareholder's draft:

**Resolution No. 4/2018  
of the Extraordinary General Meeting of "WORK SERVICE" S.A.  
dated 14<sup>th</sup> 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. 37/2014 of the Extraordinary General Meeting of the Company of 27 June 2014, (ii) Resolution No. 28/2015 of the Annual General Meeting of the Company of 22 June 2015, (iii) Resolution No. 25/2016 of the Annual General Meeting of the Company of 27 June 2016, (iv) 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 § 6e new § 6f is being added in the following wording:

**'§ 6 e**

*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 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;*
- 3) § 6 c 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;*

- 4) § 6 d 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 90,604.20 (say: ninety thousand six hundred four zloty 20/100).'

**§ 2.**

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

**Justification to Resolution No. 4/2018 of 14/12/2018:**

The introduction of the above draft resolutions results from the request submitted by the shareholder.

Draft of the Resolution to Item 6 of the agenda:

**Resolution No. 5/2018  
of the Extraordinary General Meeting of "WORK SERVICE" S.A.  
dated 14<sup>th</sup> December 2018  
on: dismissal of a Member of the Supervisory Board of the Company**

**\$1**

*The Extraordinary General Meeting of Work Service S.A. with its registered seat in Wrocław, acting on the basis of § 10 par. 1 item e) of the Articles of Association of the Company, herewith dismisses from the Supervisory Board - Mr. ....*

**\$2**

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

**\$3**

*The resolution was adopted in a secret ballot.*

**Resolution No. 6/2018  
of the Extraordinary General Meeting of "WORK SERVICE" S.A.  
dated 14<sup>th</sup> December 2018  
on: appointment of a new member of the Company's Supervisory Board**

**\$1**

*The Extraordinary General Meeting of Work Service S.A. with its registered seat in Wrocław, acting on the basis of § 10 par. 1 point e) and § 12 para. 5 of the Company's Articles of Associations of the Company, hereby appoints to the composition of the Supervisory Board of the Company - Mr / Ms .....*

**\$2**

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

**\$3**

*The resolution was adopted in a secret ballot.*

**Justification to Resolution No. 5/2018 and 6/2018 of 14/12/2018:**

The introduction of the above draft resolutions results from the request submitted by the shareholder.

Draft of the Resolution to Item 7 of the agenda:

**Resolution No. 7/2018  
of the Extraordinary General Meeting of "WORK SERVICE" S.A.  
dated 14<sup>th</sup> December 2018**

## **on amendment of the Articles of Association of the Company**

### **§ 1.**

Extraordinary General Meeting of the company under the name WORK SERVICE S.A. with its registered office in Wrocław, decides to amend § 7 para. 5 by giving it a new, following wording:  
*“5. Shareholders have the right to acquire shares of each new issue in relation to the number of shares previously held. The General Meeting may deprive the shareholders of pre-emptive rights in whole or in part by a relevant resolution adopted in the interest of the Company by a qualified majority of 80% of the votes cast.*

### **§ 2.**

Extraordinary General Meeting of the company under the name WORK SERVICE S.A. based in Wrocław, decides to cross out § 10 para. 7 and 7a and change the numbering of §10 para. 8 - 12 in such a way that:

- current wording of §10 para. 8 will constitute §10 par. 7;
- current wording of §10 para. 9 will constitute §10 par. 8;
- current wording of §10 para. 10 will constitute §10 par. 9;
- current wording of §10 para. 11 will constitute §10 par. 10;
- current wording of §10 para. 12 will be §10 par. 11.

### **§ 3.**

Extraordinary General Meeting of the company under the name WORK SERVICE S.A. based in Wrocław, decides to amend § 10 para. 7 (numbering given in §2 above), by giving it a new, following wording:

*“7. The issue placed on the agenda of the General Meeting by the initiative of the entitled, in accordance with sec. 4 above, shareholder or shareholders who submitted such a request may be – upon a reasoned request, when there are compelling reasons – removed from the agenda by the resolution voted with absolute majority of votes cast and with the consent of all present shareholders who submitted such a request. In case when the Management Board, in a motivated manner, requests the removal from the agenda of the matters introduced to the agenda by the initiative of the Management Board itself, the resolution requires an absolute majority of votes cast.”*

### **§ 4.**

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

## **Resolution No. 8/2018 of the Extraordinary General Meeting of “WORK SERVICE” S.A. dated 14<sup>th</sup> December 2018 on crossing out § 6b of the Articles of Association of the Company.**

### **§ 1.**

Extraordinary General Meeting of the company under the name WORK SERVICE S.A. with its registered office in Wrocław, decides to delete in full § 6b of the Company's Articles of Association and change the numbering of § 6c - § 6e, in such a way that:

- the existing wording of § 6c will constitute § 6b;
- the current wording of § 6d will be § 6c;
- the current wording of § 6e will be § 6d.

### **§ 2.**

The resolution comes into force on the day of its adoption

### **Justification to Resolution No. 7/2018 and 8/2018 of 14/12/2018:**

The introduction of the above draft resolutions results from the request submitted by the shareholder.

Draft of the Resolution to Item 8 of the agenda:

## **Resolution No. 9/2018 of the Extraordinary General Meeting of “WORK SERVICE” S.A.**

**dated 14<sup>th</sup> December 2018**

**on adoption of a resolution regarding the adoption of the consolidated text of the Articles of Association of the Company.**

**§1.**

Extraordinary General Meeting of the company under the name WORK SERVICE S.A. with its registered office in Wrocław, decides to adopt following consolidated text of the Articles of Association:

**ARTICLES OF ASSOCIATION  
of „WORK SERVICE” joint-stock company  
with its registered seat in Wrocław**

GENERAL PROVISIONS

**§ 1**

The business name of the Company shall be: “WORK SERVICE” Spółka Akcyjna.

**§ 2**

The Company may use an abbreviated business name in the following form: “WORK SERVICE” S.A.

**§ 3**

The registered seat of the Company shall be in Wrocław.

**§ 4**

1. The Company shall operate in the Republic of Poland and abroad.
2. The Company may establish branches and other organizational units and found companies and merge with existing companies and participate in all legally permitted organizational and legal relationships.
3. The Company has been established for an indefinite time.
4. Deleted.
5. The founders of the Company are: Roman Augustyniak, Tomasz Nowak, Tomasz Szpikowski.

OBJECTS OF THE COMPANY

**§ 5**

1. The objects of the Company comprise:
  - 1) 10.32.Z Manufacture of fruit and vegetable juices,
  - 2) 15.11.Z Tanning and dressing of leather; dressing and dyeing of fur ,
  - 3) 15.12.Z Manufacture of luggage, handbags and similar leather goods; manufacture of saddlery
  - 4) 35.11.Z Production of electricity,
  - 5) 36.00.Z Water collection, treatment and supply,
  - 6) 38.12.Z Collection of hazardous waste,
  - 7) 41.10.Z Realization of building projects related to erection of buildings
  - 8) 42.1 Works related to construction of roads and railways,
  - 9) 42.2 Works related to construction of residential and non-residential buildings,
  - 10) 42.9 Construction of other civil engineering projects, not elsewhere classified
  - 11) 43.99 Other specialised construction activities n.e.c.,
  - 12) 45.20.Z Repair and Maintenance of motor vehicles, excluding motorcycles,
  - 13) 46.1 Wholesale on a fee or contract basis,
  - 14) 46.24.Z Wholesale of hides, skins and leather,
  - 15) 46.34.B Wholesale of non-alcoholic beverages,
  - 16) 46.42.Z Wholesale of clothing and footwear,
  - 17) 46.49.Z Wholesale of other household goods,

- 18) 46.76.Z Wholesale of other intermediate products,
- 19) 46.90.Z Non-specialised wholesale trade,
- 20) 47.19.Z Other retail sale in non-specialised stores,
- 21) 47.30.Z Retail sale of fuel for motor vehicles in fuel stations,
- 22) 47.4 Retail sale of information and communication technology in specialised stores,
- 23) 47.5 Retail sale of electrical household appliances in specialised stores,
- 24) 47.71.Z Retail sale of clothing in specialised stores,
- 25) 47.72.Z Retail sale of footwear and leather goods in specialised stores,
- 26) 47.79.Z Retail sale of second-hand goods in stores,
- 27) 47.91.Z Retail sale via mail order houses or via Internet,
- 28) 47.99.Z Other retail sale not in stores, stalls or markets,
- 29) 49.39.Z Other passenger land transport n.e.c.,
- 30) 49.41.Z Freight transport by road,
- 31) 49.42.Z Removal services,
- 32) 52.10.B Warehousing and storage,
- 33) 52.21.Z Service activities incidental to land transportation,
- 34) 52.24 Cargo handling,
- 35) 55.10.Z Hotels and similar accommodation,
- 36) 56.10.A Restaurants and mobile food service activities,
- 37) 58.1 Publishing of books, periodicals and other publishing activities,
- 38) 58.21.Z Publishing of computer games,
- 39) 58.29.Z Other software publishing,
- 40) 59.1 Motion picture, video and television programme related activities,
- 41) 59.20 Sound recording and music publishing activities,
- 42) 60.10.Z Radio broadcasting,
- 43) 60.20.Z Television programming and broadcasting activities,
- 44) 61.10.Z Wired telecommunications activities,
- 45) 61.20.Z Wireless telecommunications activities, excluding satellite telecommunications activities
- 46) 61.30.Z Satellite telecommunications activities,
- 47) 61.90.Z Other telecommunications activities,
- 48) 62.01.Z Computer programming activities,
- 49) 62.02.Z Computer consultancy activities,
- 50) 62.03.Z Computer facilities management activities,
- 51) 62.09.Z Other information technology and computer service activities,
- 52) 63.11.Z Data processing, hosting and related activities,
- 53) 63.12.Z Web portals,
- 54) 63.99.Z Other information service activities n.e.c.,
- 55) 64.19.Z Other monetary intermediation,
- 56) 64.9 Other financial service activities, except insurance and pension funding,
- 57) 66.1 Activities auxiliary to financial services, except insurance and pension funding,
- 58) 68.10.Z Buying and selling of own real estate,
- 59) 68.20.Z Renting and operating of own or leased real estate,
- 60) 68.31.Z Real estate agencies,
- 61) 68.32.Z Management of real estate on a fee or contract basis,
- 62) 69.20.Z Accounting, bookkeeping and auditing activities; tax consultancy,
- 63) 70.21.Z Public relations and communication activities,
- 64) 70.22.Z Business and other management consultancy activities,
- 65) 71.20.A Technical testing and analysis,
- 66) 71.20.B Other technical research and analysis,
- 67) 73.11.Z Advertising agencies,



- 68) 73.12.A Intermediation in the sale of time and space on advertising aims in the radio and television,
- 69) 73.12.B Intermediation in the sale of time and space on advertising aims in the printed media,
- 70) 73.12.C Intermediation in the sale of time and space on advertising aims in the Internet,
- 71) 73.12.D Intermediation in the sale of time and space on advertising aims in other media,
- 72) 73.20.Z Market research and public opinion polling,
- 73) 74.10.Z Specialised design activities,
- 74) 74.20.Z Photographic activities,
- 75) 74.30.Z Translation and interpretation activities,
- 76) 74.90.Z Other professional, scientific and technical activities n.e.c.,
- 77) 77.11.Z Renting and leasing of cars and light motor vehicles,
- 78) 77.12.Z Renting and leasing of trucks,
- 79) 77.29.Z Renting and leasing of other personal and household goods,
- 80) 77.33.Z Rental and leasing of office machinery and equipment (including computers),
- 81) 77.39.Z Rental and leasing of other machinery, equipment and tangible goods n.e.c.,
- 82) 78.10.Z Activities of employment placement agencies,
- 83) 78.20.Z Temporary employment agency activities,
- 84) 78.30.Z Other human resources provision,
- 85) 79.90.C Other reservation service and related activities,
- 86) 81.10.Z Building service support activities,
- 87) 81.21.Z General cleaning of buildings,
- 88) 81.22.Z Specialized building and industrial cleaning activities,
- 89) 81.29.Z Other cleaning activities,
- 90) 82.20.Z Activities of call centres,
- 91) 82.91.Z Activities of collection agencies and credit bureaus,
- 92) 82.92.Z Packaging activities,
- 93) 82.99.Z Other business support service activities n.e.c.,
- 94) 85.59.B Other out of school forms of education n.e.c.,
- 95) 85.60.Z Educational support activities,
- 96) 90.0 Creative, arts and entertainment activities,
- 97) 92.00.Z Gambling and betting activities,
- 98) 94.1 Activities of business, employers and professional organizations,
- 99) 96.0 Other personal service activities.

2. Commencing business requiring concession or license, depends on whether the Company can acquire them.

## SHARE CAPITAL

### **§ 6**

1. The share capital of the Company is equal to PLN 6 509 482.30 (say: six million five hundred nine thousand four hundred eighty two, 30/100) and is divided into:
  - a) 750 000 (say: seven hundred fifty thousand) series A shares of the nominal value (say: ten) groszy each,
  - b) 5 115 000 (five million one hundred fifteen thousand) series B shares of the nominal value 10 (ten) groszy each,
  - c) 16 655 000 (sixteen million six hundred fifty five thousand) series C shares of the nominal value 10 (ten) groszy each,
  - d) 100 000 (say: one hundred thousand) series D shares of the nominal value 10 (ten) groszy each,
  - e) 100 000 (say: one hundred thousand) series E shares of the nominal value 10 (ten) groszy each,
  - f) 7 406 860 (say: seven million four hundred six thousand eight hundred sixty) series F shares of the nominal value 10 (ten) groszy each,
  - g) 2 258 990 (say: two million two hundred fifty eight thousand nine hundred ninety) series G shares of the nominal value 10 (ten) groszy each,
  - h) 9 316 000 (say: nine million three hundred sixteen thousand) series H shares of the nominal value 10 (ten) groszy each,
  - i) 1 128 265 (say: one million one hundred twenty eight thousand two hundred sixty five) series K shares of the nominal value 10 (ten) groszy each,
  - j) 5 117 881 (say: five million one hundred seventeen thousand eight hundred eighty one) series L shares of the nominal value 10 (ten) groszy each,
  - k) 12 000 000 (say: twelve million) series N shares of the nominal value 10 (ten) groszy each,
  - l) 91 511 (say: ninety one thousand five hundred eleven) series P shares of the nominal value 10 (ten) groszy each,
  - m) 5 000 000 (say: five million) series S shares of the nominal value 10 (ten) groszy each,
  - n) 55 316 (say: fifty five thousand three hundred sixteen) series T shares of the nominal value 10 (ten) groszy each.
2. The initial share capital was covered and paid up in full in cash by the founders.
3. The shares may be taken up in return for cash contributions and non-cash contributions.
4. All shares, mentioned in point 1 are ordinary bearer's shares.

### **§ 6a**

1. The share capital of the Company shall be conditionally increased by no more than PLN 21 900 (say: twenty one thousand nine hundred) by the issue of no more than 219 000 (say: two hundred nineteen thousand) ordinary bearer's R series shares of the nominal value PLN 0.10 (ten groszy) each.
2. The purpose of the conditional increase of the share capital is to award the right to cover series R shares, to holders of series C subscription warrants issued on the basis of Resolution no. 37/2014 of the Extraordinary General Meeting of 27 June 2014.
3. Holders of Subscription Warrants series C, mentioned in point 2 above, shall be eligible to cover the series R shares, excluding the subscription right of the existing shareholders.
4. The right to cover the Series R Shares under the Subscription Warrants series C may be exercised no earlier than on 30 June 2018 and no later than on 31 July 2018, except for the Subscription Warrants series C, awarded to Eligible Key Managers who have been employed in the Company for a period shorter than 18 months during the Managerial

Options Program (i.e. in the period from 1 January 2013 to 31 December 2017). These Warrants shall be placed in the Reserve as part of the Managerial Options Program to be used by the Supervisory Board at its discretion, in accordance with § 1 point III (2) of resolution no. 24/2013 of the Ordinary General Meeting of "Work Service" S.A. of 27 June 2013".

#### **§ 6b**

1. The share capital of the Company shall be conditionally increased by no more than PLN 27 300 (say: twenty seven thousand three hundred) by the issue of no more than 273 000 (say: two hundred seventy three thousand) ordinary bearer's U series shares of the nominal value PLN 0.10 (ten groszy) each.
2. The purpose of the conditional increase of the share capital is to award the right to cover series U shares, to holders of series D Subscription Warrants issued on the basis of Resolution no. 28/2015 of the Ordinary General Meeting of 22 June 2015.
3. Holders of Subscription Warrants series D, mentioned in point 2 above, shall be eligible to cover the series U shares, excluding the subscription right of the existing shareholders.
4. The right to cover the Series U Shares under the Subscription Warrants series D may be exercised no earlier than on 30 June 2018 and no later than on 31 July 2018, except for the Subscription Warrants series D, awarded to Eligible Key Managers who have been employed in the Company for a period shorter than 18 months during the Managerial Options Program (i.e. in the period from 1 January 2013 to 31 December 2017). These Warrants shall be placed in the Reserve as part of the Managerial Options Program to be used by the Supervisory Board at their discretion, in accordance with § 1 point III (2) of resolution no. 24/2013 of the Ordinary General Meeting of "Work Service" S.A. of 27 June 2013".

#### **§ 6c**

1. The share capital of the Company shall be conditionally increased by no more than PLN 12.304,20 (say: twelve thousand three hundred and four 20/100) by the issue of no more than 123.042 (say: one hundred twenty-three thousand and forty-two) ordinary bearer's U series shares of the nominal value PLN 0.10 (ten groszy) each.
2. The purpose of the conditional increase of the share capital is to award the right to cover series W shares, to holders of series E Subscription Warrants issued on the basis of Resolution no. 25/2016 of the Ordinary General Meeting of 27 June 2016.
3. Holders of Subscription Warrants series E, mentioned in point 2 above, shall be eligible to cover the series W shares, excluding the subscription right of the existing shareholders.
4. The right to cover the Series W Shares under the Subscription Warrants series E may be exercised no earlier than on 30 June 2018 and no later than on 31 July 2018, except for the Subscription Warrants series E, awarded to Eligible Key Managers who have been employed in the Company for a period shorter than 18 months during the Managerial Options Program (i.e. in the period from 1 January 2013 to 31 December 2017). These Warrants shall be placed in the Reserve as part of the Managerial Options Program to be used by the Supervisory Board at their discretion, in accordance with § 1 point III (2) of resolution no. 24/2013 of the Ordinary General Meeting of "Work Service" S.A. of 27 June 2013".

#### **§ 6 d**

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. 8/2018 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 June 30, 2019 and no later than on July 31, 2019.

### **§ 6 e**

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 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;
  - 3) § 6 c 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;
  - 4) § 6 d 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 90,604.20 (say: ninety thousand six hundred four zloty 20/100).

### **§ 7**

1. The shares may be registered or bearer's shares.
2. Bearer's shares may not be converted to registered shares in the period in which the shares are dematerialized.
3. The share capital of the Company may be decreased through decrease of the nominal value of shares or redemption of shares.
4. The share capital of the Company may be increased through an increase of the nominal value of share or issue of new shares. The increase of the share capital may be carried out from the funds of the Company in accordance with Article 442 et.seq. of the Code of Commercial Companies and Partnerships.
5. Shareholders have the right to acquire shares of each new issue in relation to the number of shares previously held. The General Meeting may deprive the shareholders of pre-

emptive rights in whole or in part by a relevant resolution adopted in the interest of the Company by a qualified majority of 80% of the votes cast.

6. The profit earmarked by the General Meeting for distribution shall be divided in proportion to the number of shares. If the shares are not fully covered, the profit shall be divided in proportion to the payments made for the shares.
7. The Company may issue debt securities, including bonds convertible to shares and bonds with the pre-emption right to cover shares.

## **§ 8**

1. The Company shares may be redeemed with the consent of a shareholder by way of share acquisition by the Company.
2. The General Meeting of Shareholders may redeem all or part of the shares of a shareholder on his written request. Consideration of the demand shall be included in the agenda of the nearest General Meeting by the Management Board. The redemption in exchange for payment, specified in the resolution of the General Meeting which may not be lower than the balance sheet value specified in line with the balance sheet drawn up on the last day of the last completed financial period of the Company and if the shares are listed on a regulated market – in line with the last published balance sheet. For the resolution to be valid it is necessary that the shareholder demanding redemption votes in favour of the resolution.

## GOVERNING BODIES

### **§ 9**

The governing bodies of the Company comprise:

- 1) General Meeting;
- 2) Supervisory Board;
- 3) Management Board.

## GENERAL MEETING

### **§ 10**

1. The competences of the General Meeting are specified in the Code of Commercial Companies and Partnerships, provisions of other acts and the Statutes. In particular, the competences of the General Meeting comprise:
  - a) review and approval of the Management Board's report on the Company's operations and the financial statement for the previous financial year;
  - b) adoption of a resolution on distribution of profit equal to 20% of net profit in a given financial year;
  - c) adoption of a resolution on distribution of profit above 20% of net profit in a given financial year;
  - d) acknowledgement of fulfilment of duties by members of the governing bodies of the Company;
  - e) appointment and dismissal of members of the Supervisory Board, subject to § 12 section 4;
  - f) increase or decrease of the share capital;
  - g) amending the Company's Statutes;
  - h) adoption of resolutions concerning disposal or lease of the Company's undertaking or its organized part and establishing usufruct or another limited material right on its undertaking;
  - i) dissolution of the Company;
  - j) adoption of regulations of the Supervisory Board and General Meeting and their amendments;

- k) issue of bonds, convertibles or bonds with the pre-emption right and issue of subscription warrants mentioned in Art. 453 § 2 of the Code of Commercial Companies and Partnerships and other financial instruments, except for currency transactions and derivatives.
  - l) merging the Company with other companies, division of the Company, separation of a part of the Company's undertaking or transformation of the Company;
  - m) issuing a decision in all matters concerning claims for reparation of a damage caused while founding the Company or managing or supervising it;
  - n) determination of a manner and amount of the remuneration of the members of the Supervisory Board;
  - o) specifying a day, on which a list of shareholders eligible for dividend for a given financial year is determined – the dividend day and determination of the dividend payment term;
  - p) creation of reserve capitals which are not required under the applicable law.
  - q) granting consent to extend the objects of the Company by including all sorts of the elderly care services.
2. The General Meeting shall be held in the registered seat of the Company or in Warsaw.
  3. The Ordinary Meeting of Shareholders shall be held annually within six months of the end of each financial year. The Extraordinary Meeting of Shareholders shall be convened if the governing bodies or persons authorized to convene the General Meeting consider it necessary.
  4. The General Meeting is convened by the Management Board. The Supervisory Board may convene the Ordinary General Meeting if the Management Board fails to convene the General Meeting in due time. The Supervisory Board and the shareholders or a shareholder representing at least one twentieth (1/20) of the share capital may request convening of an Extraordinary General Meeting. Shareholders or a shareholder holding at least five percent of the share capital may request the inclusion of specific issues on the agenda of the next General Meeting. The abovementioned requests, together with the reasons for allowing to take on the resolution with due discernment shall be submitted in writing or in electronic version by entitled shareholders to the Management Board. If such a request does not contain a statement of reasons, the Management Board will ask the applicant to justify the request
  5. The General Meeting is valid regardless of the number of shares represented at it unless provisions of the Code of Commercial Companies and Partnerships and of the Statutes provide otherwise.
  6. Resolutions of the General Meeting shall be adopted by an absolute majority of votes, unless the Code of Commercial Companies and Partnerships and of other acts and the Statutes provide for other conditions of their adoption.
  7. The issue placed on the agenda of the General Meeting by the initiative of the entitled, in accordance with sec. 4 above, shareholder or shareholders who submitted such a request may be – upon a reasoned request, when there are compelling reasons – removed from the agenda the by the resolution voted with absolute majority of votes cast and with the consent of all present shareholders who submitted such a request. In case when the Management Board, in a motivated manner, requests the removal from the agenda of the matters introduced to the agenda by the initiative of the Management Board itself, the resolution requires an absolute majority of votes cast.
  8. Shareholders participate in the General Meeting in person or by a proxy appointed in writing.
  9. Jointly eligible shareholders shall exercise their rights by a common representative.
  10. A change of the objects of the Company may be executed without shares buyout. A respective resolution to be effective requires two-thirds of cast votes with presence of the persons representing at least half of the share capital of the Company.

11. Acquisition or disposal of real property, perpetual usufruct or interest in a real property does not require consent of the General Meeting.

### **§ 11**

1. General Meeting shall be opened by the Chairperson of the Supervisory Board or Deputy Chairperson and if absent a member of the Management Board or a person designated by the Management Board.
2. General Meeting may adopt its own regulations which specify the rules of determination of the agenda and rules of the meeting and adoption of resolutions.

### Supervisory Board

### **§ 12**

1. As long as the Investor is the shareholder of the Company, the Supervisory Board shall be composed of 9 members, including the Chairperson and Deputy Chairperson. As long as the shares of the Company are traded in the regulated market in the Republic of Poland, at least two members of the Supervisory Board should meet the criterion of independence from the Company and entities which are in significant relation with the Company, due to the corporate governance rules applicable in the regulated market in the Republic of Poland which the Company's shares are listed in ("Independent Member of the Supervisory Board").
2. In the case of resignation prior to lapse of the term in office or in the case of death of a member of the Supervisory Board or in the case an Investor fails to designate a member or members of the Supervisory Board under the procedure provided for in § 12 section 4, the remaining members of the Supervisory Board, regardless of their number, shall be entitled to co-opt a new member in the place of a resigning or a dead member of the Supervisory Board. The number of the co-opted members of the Supervisory Board and non-approved by the General Meeting of Shareholders may not exceed the one-fourth of the members of the Supervisory Board in a given term in office. The co-opted members of the Supervisory Board shall be approved at the nearest General Meeting of Shareholders and their term in office shall expire with the expiry of the Supervisory Board's term in office. In the event the co-opted members of the Supervisory Board are not approved by the General Meeting of Shareholders, their term in office shall expire on closing the General Meeting of Shareholders mentioned above. For avoidance of doubt, provisions of the § 12 section 2 do not preclude effectiveness of provisions provided in § 12 section 4 and 6.
3. In the event the Investor ceases to be the shareholder of the Company, the Supervisory Board shall be composed of 5-10 members. The number of members of the Supervisory Board in a given term in office shall be determined by the General Meeting.
4. As long as the Investor is a shareholder of the Company, the Investor shall have an individual right to appoint and dismiss two members of the Supervisory Board in a form of a written notice on appointment or dismissal of a members of the Supervisory Board served to the Company.
5. The remaining members of the Supervisory Board shall be appointed by the General Meeting.
6. In the case the Investor fails to appoint a member or members of the Supervisory Board within 21 days of expiry of a term in office of a member or members of the Supervisory Board appointed by the Investor, such members of the Supervisory Board shall be appointed and dismissed by the General Meeting by the time the Investor exercises the right available to it under § 12 section 5 above and in such case the term in office of the members of the Supervisory Board appointed by the General Meeting in accordance with the above provision shall expire automatically provided it does not affect the term in office of the whole Supervisory Board.

7. Together with granting consent for appointment of a member of the Supervisory Board, a candidate for an Independent Member of the Supervisory Board shall submit a written statement that he/she complies with the independence criterion, mentioned in section 1 above.
8. An independent Member of the Supervisory Board shall comply with the independence criterion mentioned on point 1 above for the whole term in office. If during the term in office the Independent Member of the Supervisory Board stops to meet any of the criteria mentioned in the preceding sentence, he/she shall notify the Management Board of the Company in writing immediately, however, no later than within 3 days of occurrence of an event which caused that he/she stopped to comply with the criteria or of becoming aware of the fact.
9. Failure to comply with the independence criteria, mentioned in section 1 above, by any member of the Supervisory Board or loss of the status of an Independent Member of the Supervisory Board during a term in office, shall not cause expiry of the mandate and shall not affect the capability of the Supervisory Board to perform its competences provided for in the Code of Commercial Companies and Partnerships and these Statutes.
10. The Supervisory Board shall be appointed for a joint, three-year term in office. It is acceptable to appoint the same persons members of the Supervisory Board for subsequent terms in office.
11. A member of the Supervisory Board may not, without consent of the General Meeting, participate in a competitive company as a shareholder of a partnership, capital company or as a member of a governing body of a capital company or participate in another competitive legal entity as a member of the governing body. The above prohibition does not concern taking up functions or shares in companies belonging to the capital group of the Company. In the case of a conflict of interests of a member of the Supervisory Board and the Company, a member of the Supervisory Board should inform the Supervisory Board about the fact and refrain from taking part in the discussion and voting over resolutions in that matter.
12. A member of the Supervisory Board shall provide the Management Board with information concerning his/her connections with the shareholder holding no less than 5% of the general number of votes at the General Meeting.
13. The Supervisory Board may appoint commissions and committees, both permanent and to clarify specific issues – by determining organization, manner of operations and specific competences of the commissions and committees – unless the object of the commission or committee work falls within the competences of the Supervisory Board, however as part of the Supervisory Board only permanent committees should be established:
  - a) The Audit Committee whose operations are regulated by provisions of a relevant act, competent in particular in matters related to supervision over financial reporting of the Company and the process of reviewing the financial statement of the Company,
  - b) The Remuneration Committee competent in particular in matters related to supervision and manner and form of remuneration of members of the Management Board and issues of implementing incentive programs in the Company.

### **§ 13**

1. The Supervisory Board shall take decisions in a form of resolutions at meetings convened by the Chairperson of the Supervisory Board or, if impossible to convene by the Chairperson, by the Deputy Chairperson of the Supervisory Board. The eligible person mentioned in the preceding sentence shall convene the meeting of the Supervisory Board at his/her own initiative or within two weeks of receipt of a motion of the Management Board or member of the Supervisory Board. The motion, mentioned in the preceding sentence shall be submitted in writing together with the proposed



agenda.

2. Members of the Supervisory Board shall exercise their rights and obligations in person and are obliged to maintain confidentiality of the business secret of the undertaking.
3. Meetings of the Supervisory Board shall be held without participation of the Management Board. If necessary, members of the Management Board may be invited to the meeting of the Supervisory Board.
4. The meetings of the Supervisory Board shall be held on an as needed basis, however, at least once a quarter.
5. Subject to provisions of section 6 of § 13 resolutions of the Supervisory Board may be adopted if at least half of Supervisory Board members is present at the meeting and all its members were invited at least 7 business days prior to the planned meeting. Resolutions of the Supervisory Board shall be valid and binding also when a given member was informed of the meeting within a shorter time limit, mentioned in the preceding sentence but submits a written statement in which he/she accepts the content of the resolution of the Supervisory Board or appears at the Supervisory Board.
6. In the case and at the time when the Investor is a shareholder of the Company, at least one member of the Supervisory Board appointed in accordance with provisions of § 12 section 4 must participate in all meetings of the Supervisory Board.
7. In the event that a given member of the Supervisory Board appointed in line with § 12 section 4 does not participate in the meeting of the Supervisory Board, another meeting of the Supervisory Board shall be convened which shall be held no later than within 14 (fourteen) days of the date of the meeting which the member of the Supervisory Board appointed in accordance with provisions of § 12 section 4 did not participate in and such meeting is capable of adopting resolutions regardless of presence of such members of the Supervisory Board.
8. Members of the Supervisory Board may take part in adopting resolutions of the Supervisory Board, by casting a vote in writing via another member of the Supervisory Board. Casting a vote in writing may not concern matters included in the agenda at the meeting of the Supervisory Board.
9. The Supervisory Board may adopt resolutions outside the meeting in writing or with the use of direct communications means provided all members were duly notified on the content of the resolution draft. Voting under the procedure specified in the preceding sentence may be ordered by the Chairperson of the Supervisory Board at his/her own initiative or on request of a member of the Supervisory Board or Management Board.
10. As long as the Investor is a shareholder of the Company, resolutions of the Supervisory Board adopted in § 16 section 2 point a), e), f), h), i), j), k), l), o), p), q), r) s), t), v), w), x), y), z), aa), bb), cc), dd) and ee) are adopted by a qualified majority of 8/9 of cast votes and the remaining resolutions are adopted by the ordinary majority of cast votes.
11. In the event the Investor ceases to be the shareholder of the Company, resolutions of the Supervisory Board shall be adopted by an ordinary majority of cast votes.
12. In the case of equal number of votes, when an ordinary majority of votes is required, the person chairing the meeting shall have the casting vote.
13. In the case a specific resolution in a form and content which was provided in the invitation to the meeting of the Supervisory Board is not adopted, then such resolution may be voted on again at the nearest meeting of the Supervisory Board which should be held no earlier than after forty two (42) and no later than after forty five (45) days of the meeting of Supervisory Board which did not adopt a given resolution. Such meeting is entitled to adopt such a resolution by an ordinary majority of votes, provided at least two, additional meetings of the Supervisory Board are held by the time and provided that such resolution requiring the majority of 8/9 votes to be adopted is not adopted. Provisions of § 13 section 7 shall apply accordingly.

14. Adopting resolutions under the procedure specified in section 6 and 7 does not concern election of the Chairperson of the Supervisory Board, Deputy Chairperson, appointment of a member of the Supervisory Board under procedure specified in § 12 section 10, appointing, dismissal and suspension of a member of the Management Board.

#### **§ 14**

In an agreement between the Company and a member of the Management Board and in a dispute with a member, the Company shall be represented by the Supervisory Board or a proxy appointed by virtue of a resolution of the General Meeting.

#### **§ 15**

Detailed rules of organization and operations of the Supervisory Board are specified in the Regulations of the Supervisory Board adopted by the General Meeting.

#### **§ 16**

1. The Supervisory Board shall exercise constant supervision over the operations of the Company.
2. Specific rights of the Supervisory Board comprise:
  - a) review of the financial statement of the Company and report of the Management Board and motions of the Management Board concerning distribution of profit or coverage of loss and submission of the annual written statement on the review results, its own work and a concise evaluation of the standing of the Company, including the assessment of the internal control and the system of managing the risk crucial for the Company with the General Meeting,
  - b) appointment and dismissal of members of the Management Board, subject to § 17 section 3-6;
  - c) suspension in performance of duties, for important reasons, of particular members of the Management Board and delegation of members of the Supervisory Board to temporary performance of the activities of the members of the Management Board who may not perform their activities;
  - d) approval of the Management Board regulations;
  - e) granting consent to any benefits to be paid by the Company under any title and any entities related with the Company to members of the Management Board;
  - f) granting consent to effecting a transaction by the Company and: (i) its shareholders eligible to cast more than 5% votes at the General Meeting of the Company, (ii) any persons related with the shareholders, including persons controlling such shareholders, (iii) members of governing bodies of the Company, their relatives and entities which are subsidiaries of the members of the governing bodies of the Company;
  - g) granting consent to payment of advances to the anticipated dividend;
  - h) selection and change of the entity authorized to audit the financial statements, including a consolidated financial statement of the Company and its capital group;
  - i) selection of an independent, external certified auditor of the Company;
  - j) approval of annual and periodical financial plans and significant changes in the plans provided by the Management Board;
  - k) employment and determination of employment conditions (including remuneration prizes and bonuses) of the members of the Management Board of the Company.
  - l) granting consent to issue of ordinary debentures,

- m) granting consent to merger, transformation or winding up of the Company or its subsidiaries,
- n) granting consent to acquisition or disposal of real property, perpetual usufruct or an interest in a real property,
- o) granting consent to lease, establishing a perpetual usufruct, rent, pledge, encumbering with mortgage, establishing other burdens, pre-emption rights or awarding other rights on any part of the undertaking or assets of the Company, except for awarding the above mentioned to direct or indirect subsidiaries of the Company except for burdens related to credit facilities or loans which require consent of the Supervisory Board in accordance with § 16 section 2 (r) above;
- p) granting consent to conclude agreements concerning strategic cooperation, for instance in a form of partnerships or joint venture unless they are approved in the Business Plan or the annual budget,
- q) granting consent to make capital expenditure of the total amount in excess of EUR 1 000 000 (one million Euro) unless such expenditure was planned and approved in the Business Plan or the annual budget,
- r) granting consent to taking loans or credit facilities if a value of an individual credit or individual loan exceeds EUR 2 500 000 (two million five hundred thousand Euro), unless such loans and credit facilities were planned and approved in the Business Plan or annual budget,
- s) granting consent to issue of one or more guarantees to perform an obligation by a single third party or more in the total value in excess of EUR 100 000 (one hundred Euro) which is not related to the normal business activity and everyday operating activities, however, excluding direct or indirect guarantee of subsidiaries of the Company,
- t) granting consent to acquisition, covering or disposal of shares, stocks, participation units or other securities in other capital companies, partnerships or entities by the Company and to enter into partnerships by the Company with the exclusion of acquisition and disposal of government or bank securities for the period no longer than 360 days as a means of managing the cash position of the Company,
- u) granting consent to founding and winding up of new companies or branches,
- v) granting consent to introduction of incentive programs in the Company, in particular to awarding by the Company the right to cover or acquire shares as part of the managerial options and to changes in such programs,
- w) approval of unusual issues which are not related to the Company's undertaking or in any other manner are outside the normal objects of the Company of the value in excess of EUR 1 000 000 (one million Euro) or transactions which limit the operations of the Company (geographically or in any other manner, in particular containing noncompetition clauses) unless they are approved in the Business Plan and the annual budget,
- x) instituting or amicable settlement of litigations or arbitration proceedings concerning a claim of value no greater than EUR 200 000 (two hundred thousand Euro) or several similar proceedings of the total value of the claim in excess of EUR 500 000 (five hundred thousand Euro),
- y) granting consent to concluding a single agreement or a larger number of agreements with the same entity or a natural person for performance of work or services if the fee or expenses related to such work or services exceed EUR 500 000 (five hundred thousand Euro) in any period of three months,
- z) granting consent to donations, including charity purposes, of the value in excess in total of EUR 15 000 (fifteen thousand Euro) in any year or to donations to political organizations,

- aa)** issue of controlling interests in the Company or any subsidiary of the Company other than the issue of the capital issued by a subsidiary of the Company or under managerial incentive programs,
  - bb)** purchase of assets by the Company of the total value exceeding EUR 500 000 (five thousand Euro) unless it was approved in the Business Plan or annual budget,
  - cc)** granting consent to amending the Business Plan,
  - dd)** granting consent to conclusion of any important agreement which may entail obligations of the Company in the amount in excess of EUR 2 000 000 (two million Euro) unless such agreements were approved in the Business Plan or annual budget,
  - ee)** granting consent to granting loans to third parties of the value in excess of EUR 500 000 (five thousand Euro), excluding loans granted to direct or indirect subsidiaries of the Company.
3. For a resolution of the Supervisory Board granting consent in matters specified in § 16 section 2 point e, f and h to be valid it is required that the resolution is voted over by at least one Independent Member of the Supervisory Board if a person of such status is among members of the Supervisory Board.

## MANAGEMENT BOARD

### § 17

1. The Management Board manages the operations of the Company and represents it.
2. The Management Board shall be composed of one to seven members appointed and dismissed by the Supervisory Board, subject to sections 3-6 of § 17. Subject to provisions of the preceding sentence, section 3 of § 17, the Supervisory Board shall determine the number of members of the Management Board in a given term in office.
3. In the case of Important, Serious Failure to Perform, the Investor shall be entitled to change the majority but not all (i.e. one member if the Management Board is composed of one or two members, two members if the Management Board is composed of three members, three members if the Management Board is composed of four or five members and four members if the Management Board is composed of six members) members of the Management Board under the following procedure:
  - 1) the Investor shall be entitled to dismiss members of the Management Board indicated at his/her exclusive discretion,
  - 2) the Investor shall be entitled to propose to the Supervisory Board three qualified, independent candidates to any vacant position in the Management Board, of which the Supervisory Board shall be obliged to appoint a new member of the Management Board to any vacant position. During the whole duration of the Important, Serious Failure to Perform the Supervisory Board shall not be entitled to change the number of members of the Management Board or the composition of the Management Board in any manner different than in compliance with the provisions of section 4 of § 17.
4. If the Important, Serious Failure to Perform lasts after designation of the Management Board under procedure provided for in section 3 above for the period of 18 months, after such designation, the Supervisory Board shall be entitled to dismiss the majority, but not all (i.e. one member of the Management Board if the Management Board is composed of one or two members, two members if the Management Board is composed of three members, three members if the Management Board is composed of four or five members and four members if the Management Board is composed of six members) members of the Management Board by the ordinary majority of votes.
5. The Management Board shall be appointed for the term in office lasting five years.
6. Members of the Management Board may be appointed for subsequent terms in office.

7. A member of the Management Board may not, without consent of the Supervisory Board, take up competitive activities or have interest in a competitive company as a partner or a member of the governing bodies.
8. In the case of conflict of interest of a member of the Management Board and the Company, the member of the Management Board should inform the Management Board about the fact and refrain from taking part in the discussion and voting over resolutions in that matter.

#### **§ 18**

1. The following persons are authorized to submit declarations on behalf of the Company:
  - a) if the Management Board is a single-member management board – President of the Management Board independently,
  - b) if the Management Board is composed of more than one member – two members of the Management Board jointly or a member of the Management Board jointly with a holder of a commercial proxy.
2. The Company may appoint proxies to perform the activities of specific type or special tasks acting independently within the authorization granted to them by the Management Board in powers of proxy.
3. Consent of all members of the Management Board is required to issue a power of proxy.

#### **§ 19**

1. Subject to section 2 of the paragraph, the Management Board shall take decisions in a form of resolutions at meetings convened by the President of the Management Board at his/her initiative or on request of a member of the Management Board or request of the Supervisory Board.
2. Resolutions of the Management Board may be adopted outside the meeting of the Management Board in writing or with the use of direct communications means provided all members of the Management Board were duly notified on the content of the resolution draft. Voting under the procedure specified in the preceding sentence may be ordered by the President of the Management Board at his/her own initiative or on request of other members of the Management Board.
3. Resolutions of the Management Board shall be adopted by an absolute majority of votes, however, if adopted at the meeting of the Management Board they will be valid if all members are present and in management boards composed of more than three members – presence of at least three members of the Management Board. In the case of equal number of votes the President of the Management Board shall have a casting vote.

#### **§ 20**

1. The Management Board shall prepare and provide the Supervisory Board with the draft of the financial plan (budget) with the Supervisory Board by 30 November of the year preceding the year which the plan concerns for the next financial year. The budget shall contain the plan of expenses and revenues for the next financial year.
2. The budget for the subsequent financial year is approved by the Supervisory Board by 31 December of the year preceding the year it concerns.
3. If the Management Board fails to present the budget or if the budget is not approved by the Supervisory Board, the Supervisory Board may set a time limit for presentation of the new budget plan by the Management Board, including comments of the Supervisory Board. By the time the budget for a given year is adopted, the budget adopted for the previous calendar year shall be effective, however, every item shall be increased by the inflation rate in a given year calculated in accordance with the Consumer Price Index.

#### **§ 21**

Detailed rules of organization and operations of the Management Board shall be specified in

the Management Board regulations, adopted by the Management Board and approved by the Supervisory Board.

## FINANCIAL MANAGEMENT

### **§ 22**

1. The equity of the Company comprises:
  - 1) share capital,
  - 2) supplementary capital,
  - 3) reserve capitals.
2. To cover specific loss or expenses, the General Meeting may create reserve capitals in the course of a financial year. A resolution of the General Meeting shall determine the distribution of the funds to particular capitals. The General Meeting may specify the rules of disposing of the capitals.
3. The regulations concerning the reserve capitals drawn up by the Management Board of the Company are subject to approval by the Supervisory Board.

### **§ 23.**

1. Shareholders shall have the right to participate in the profit shown in the financial statement, audited by a certified auditor which was earmarked to payments to shareholders by the General Meeting.
2. The General Meeting may adopt a resolution on allocation of the whole or part of the profit for a given financial year to creation or increasing the supplementary capital or specific reserve capital of the Company.
3. The Management Board may pay advances toward the dividends anticipated at the end of the financial year.

### **§ 24**

The Company's financial year is the calendar year.

## FINAL PROVISIONS

### **§ 25.**

1. The company may be dissolved after it has been wound up. The winding up of the company shall be carried out under the business name of the company with an additional designation "in liquidation".
2. The General Meeting shall appoint two liquidators who shall be jointly authorized to represent the company.

### **§ 26.**

In matter which are not governed by the Statutes the provisions of the Code of Commercial Companies and Partnerships and other relevant legal regulations shall apply.

### **§ 27.**

Provisions of § 12 sections 1-4, concerning Independent Members of the Supervisory Board shall be for the first time be applicable to the Independent Members of the Supervisory Board appointed in the Company after the day on which the Court Register makes an entry of the

amendments In the Statutes concerning introduction of new provisions in the Statutes in the Register of Entrepreneurs of the National Court Register”.

## DEFINITIONS

### **§ 28**

**Business Plan** means a business plan of the Company for the years 2013 – 2017 which was approved by virtue of resolution of the Supervisory Board no. 1 of 6 February 2013 or amended by the Supervisory Board under authorization specified in § 16 section cc);

**EBIT** means consolidated revenues of the company before deducting tax and financial burdens; except for calculated interest; before inclusion of extraordinary items. For the purpose of estimation of the Serious, Substantial Failure to Perform EBIT shall be calculated in the following manner:

- EBIT for 2013 includes EBIT achieved in 2013 by subsidiaries taken over in 2013, arising from audited consolidated financial statements of the subsidiaries, multiplied by the percentage of the net profit recorded in 2013 and which was not distributed among previous shareholders and
- does not cover the part for minority shareholders of subsidiaries taken over after 31 December 2012;

**Investor** means Balibon Investments S.a.r.l. (in the course of change to WorkSource Investments S.a.r.l.) a limited liability company established in accordance with the laws of Luxemburg, with its registered seat in Luxemburg, Boulevard Grande-Duchesse Charlotte 65 L-1331, share capital equal to EUR 12 500, registered in Luxemburg, in the commercial register under number B 173518;

**Serious, Substantial Failure to Perform** means a situation in which during two subsequent years the amount of the annual EBIT amounts to 25% or less of the approved EBIT level in the Company’s budget (mentioned in point j) § 16 section 2) for a given year. In the event the budget for a year is not approved at the time of calculating the Serious, Important Failure to Perform for a given year (n), the lower of the following values shall be used as a reference:

- EBIT value defined in the Business Plan for a given year (n), or
- actual EBIT value for a given year (n-1) increased by the inflation rate.”

### **§2.**

Resolution comes into force on the day of its adoption.

#### **Justification to Resolution No. 9/2018 of 14/12/2018:**

The introduction of the above draft resolutions results from the request submitted by the shareholder.