

***Attachment 2 - the content of the draft resolutions to be discussed at the EGM***

***Resolution number ... /2017  
of the Extraordinary General Meeting  
„WORK SERVICE” S.A. of 13 July 2017  
on the election of Chairman of the Extraordinary General Meeting***

Extraordinary General Meeting „WORK SERVICE” S.A. resolves to elect the Chairman of the Extraordinary General Meeting in the person of ...

**A draft resolution to item 2 of the agenda**

***Resolution number ... /2017  
of the Extraordinary General Meeting  
„WORK SERVICE” S.A. of 13 July 2017  
on the adoption of the agenda of the meeting***

**§ 1**

Extraordinary General Meeting „WORK SERVICE” S.A. adopts the following agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Determination that the Extraordinary General Meeting was duly convened and is capable of adopting valid resolutions.
4. Adoption of the agenda of the meeting.
5. Adoption of the resolution on increasing the share capital of the Company by the amount of PLN 189,618.70 through the issuance in a private placement of 1,896,187 common bearer shares of the X series, with the exclusion of pre-emptive rights of the current shareholders, amendments to the Company's Articles of Association in connection with the share capital increase, dematerialisation of shares of the X Series and application for admission of shares of the Company to trading on a regulated market operated by the Warsaw Stock Exchange S.A. in Warsaw and to trading on general London Stock Exchange's main market for listed securities. Proposed amendment to the Articles of Association of the Company relates to replacing current wording of § 6 section 1 by a new wording, which is as follows:

- „1. The share capital of the Company is PLN 6,699,101.00 (say: six million six hundred and ninety-nine thousand one hundred one) and is divided into:
  - a) 750,000 (say: seven hundred fifty thousand) shares of the A series with a nominal value of 10 (say: ten) grosz each,
  - b) 5,115,000 (say: five million one hundred fifteen thousand) shares of the B series with a nominal value of 10 (say: ten) grosz each,
  - c) 16,655,000 (say: sixteen million six hundred fifty-five thousand) shares of the C series with a nominal value of 10 (say: ten) grosz each,
  - d) 100,000 (say: one hundred thousand) shares of the D series with a nominal value of 10 (say: ten) grosz each,
  - e) 100,000 (say: one hundred thousand) shares of the E series with a nominal value of 10 (say: ten) grosz each,
  - f) 7,406,860 (say: seven million four hundred six thousand eight hundred sixty) shares of the F series with a nominal value of 10 (say: ten) grosz each,

- g) 2,258,990 (say: two million two hundred fifty-eight thousand nine hundred ninety) shares of the G series with a nominal value of 10 (say: ten) grosz each,
  - h) 9,316,000 (say: nine million three hundred sixteen thousand) shares of the H series with a nominal value of 10 (say: ten) grosz each,
  - i) 1,128,265 (say: one million one hundred twenty-eight thousand two hundred sixty-five) shares of the K series with a nominal value of 10 (say: ten) grosz each,
  - j) 5,117,881 (say: five million one hundred seventeen thousand eight hundred eighty-one) shares of the L series with a nominal value of 10 (say: ten) grosz each,
  - k) 12,000,000 (say: twelve million) shares of the N series with a nominal value of 10 (say: ten) grosz each.
  - l) 91,511 (say: ninety-one thousand five hundred eleven) shares of the P series with a nominal value of 10 (say: ten) grosz each,
  - ł) 5,000,000 (say: five million) shares of the S series with a nominal value of 10 (say: ten) grosz each.
  - m) 55,316 (say: fifty-five thousand three hundred sixteen) shares of the T series with a nominal value of 10 (say: ten) grosz each,
  - n) 1,896,187 (say: one million eight hundred ninety-six thousand one hundred eighty-one) shares of the T series with a nominal value of 10 (say: ten) grosz each,
6. Any other business.
7. Closing of the Extraordinary General Meeting.

## § 2

The resolution enters into force on the date of its adoption.

### **A draft resolution to item 5 of the agenda**

***Resolution no. .../2017  
of the Extraordinary General Meeting of  
“Work Service” Spółka akcyjna  
of 13 July 2017***

***on increasing the share capital of Work Service S.A. by the amount of PLN 189,618.70 through the issuance of 1,896,187 common bearer shares of the X series in a private placement with the complete exclusion of the pre-emptive right of the existing shareholders, amendment to the Company's Articles of Association in connection with the share capital increase, dematerialisation of shares of Series X and application for the admission of the Company's shares to trading on the regulated market operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych S.A.) in Warsaw and to trading on the London Stock Exchange's main market for listed securities)***

The Extraordinary General Meeting of “Work Service” Spółka Akcyjna with its registered seat in Wrocław (the “Company”), hereby resolves as follows:

## § 1

1. The share capital of the Company is hereby increased by the amount of PLN 189,618.70 through the issuance, in a private placement, of 1,896,187 (one million eight hundred ninety six thousand and one

hundred eighty seven) common bearer shares of the X series with the nominal value of 10 groszy (in words: ten groszy) each (the " X Series Shares ").

2. The total issue price of 1,896,187 Series X Shares has been determined as the amount of 20,538,720,54 Polish zlotys (in words: twenty million five hundred thirty eight thousand seven hundred and twenty Polish zlotys, 54/100).

3. The X Series Shares shall participate in the dividend starting from the distributions of income, which is intended for distribution for the fiscal year 2017, ending on 31 December 2017.

4. The X Series Shares shall be fully paid in cash.

5. The issuance of the X Series Shares shall be carried out by private subscription addressed to **PROFÓLIÓ PROJEKT TANÁCSADÓ KORLÁTOLT FELELŐSSÉGŰ TÁRSASÁG**, a company established under the Hungarian law with its registered seat in Budapest.

6. The General Meeting of the Company hereby authorises the Company's Management Board to determine the dates of opening and closing for subscription.

7. The agreement on taking up the X Series Shares shall be concluded no later than on 30 October 2017.

## § 2

1. The General Meeting resolves to apply for the admission and introduction of the X Series Shares to trading on the regulated market operated by the Warsaw Stock Exchange.

2. The General Meeting resolves to apply for the admission and introduction of the X Series Shares to trading on the London Stock Exchange's main market for listed securities.

3. The X Series Shares shall be issued as securities in an uncertified form and shall be subject to dematerialisation as defined in the provisions of the act of 29 July 2005 on trading in financial instruments (i.e. Journal of Laws of 2016, item 1636, 1948).

4. The X Series Shares shall be blocked in order to prevent their disposal during the period of the date of issuance of the Series X Shares until 30 September 2017.

## § 3

The Extraordinary General Meeting of the Company, considering that it is in its interest, hereby resolves to deprive the existing shareholders of the pre-emptive right to the X Series Shares in its entirety.-----

At this point the Chairman read out the resolution of the Management Board containing the opinion justifying the deprivation of the pre-emptive right to 1.896.187 (in words: one million eight hundred ninety six thousand and one hundred eighty seven) common bearer shares of the X series.

## § 4

1. The Extraordinary General Meeting of the Company hereby authorises the Company's Management Board to:

- a) address the offer to take up the X Series Shares to the entity, referred to § 1 (5) of this Resolution,
- b) determine other terms of the issuance of the X Series Shares in the scope not covered in this resolution, including the date of concluding an agreement to take up the X Series Shares,
- c) undertake any and all factual and legal actions, necessary to execute the current Resolution, including in particular: to submit any and all applications, documents or notices to the Financial Supervisory Authority, to perform relevant actions, including the conclusion of relevant agreements with the Central Securities Repository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) concerning the registration of shares in order to dematerialise them, as well as to submit any and all applications, documents or notices for the admission and

introduction of the X Series Shares to trading on the Warsaw Stock Exchange and on the London Stock Exchange's main market for listed securities.

## § 5

The Extraordinary General Meeting of the Company, in connection with the share capital increase through the issuance of X Series Shares, amends the Company's Articles of Association in the way that § 6 (1) of the Articles of Association of the Company shall read as follows:

„1. *The share capital of the Company equals to PLN 6,699,101.00 PLN (in words: six million six hundred ninety nine thousand one hundred and one Polish zlotys) and is divided as follows:*

- a) 750,000 (in words: seven hundred fifty thousand) shares of the A series with the nominal value of 10 (in words ten) groszy each,*
- b) 5,115,000 (in words: five million one hundred fifteen thousand) shares of the B series with the nominal value of 10 (ten) groszy each,*
- c) 16,655,000 (sixteen million six hundred fifty-five thousand) shares of the C series with the nominal value of 10 (ten) groszy each,*
- d) 100,000 (in words: one hundred thousand) shares of the D series with the nominal value of 10 (ten) groszy each,*
- e) 100,000 (in words: one hundred thousand) shares of the E series with the nominal value of 10 (ten) groszy each,*
- f) 7,406,860 (seven million four hundred and six thousand eight hundred sixty) shares of the F series with the nominal value of 10 (ten) groszy each,*
- g) 2,258,990 (two million two hundred fifty-eight thousand nine hundred ninety) shares of the G series with the nominal value of 10 (ten) groszy each,*
- h) 9,316,000 (nine million three hundred sixteen thousand) shares of the H series with the nominal value of 10 (ten) groszy each,*
- i) 1,128,265 (one million one hundred twenty-eight thousand two hundred sixty-five) shares of the K series with the nominal value of 10 (ten) groszy each,*
- j) 5,117,881 (five million one hundred seventeen thousand eight hundred eighty-one) shares of the L series with the nominal value of 10 (ten) groszy each,*
- k) 12,000,000 (twelve million) shares of the N series with the nominal value of 10 (ten) groszy each.*
- l) 91,511 (ninety-one thousand five hundred eleven) shares of the P series with the nominal value of 10 (ten) groszy each,*
- l) 5,000,000 (five million) shares of the S series with the nominal value of 10 (ten) groszy each,*
- m) 55.316 (fifty-five thousand three hundred and sixteen) shares of the T series with the nominal value of 10 (ten) groszy each.”*
- n) 1,896,187 (one million eight hundred ninety-six thousand and one hundred eighty-seven) shares of the X series with the nominal value of 10 (ten) groszy each.”*

## § 6

The Extraordinary General Meeting of the Company, acting on the basis of Article 430 § 5 of the Commercial Companies Code, authorises the Supervisory Board of the Company to prepare the consolidated text of the Company's Articles of Association, taking into account the amendment of the Articles concerning the share capital increase, referred to in § 5 of this Resolution.

## § 7

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

## JUSTIFICATION TO THE RESOLUTION

On 19 April 2017, the Extraordinary General Meeting of Shareholders adopted a resolution no. 3 in which it decided to increase share capital by the amount of PLN 189 618.70 in order to offer newly issued shares to the company of PROFÓLIÓ PROJEKT TANÁCSADÓ KORLÁTOLT FELELŐSSÉGŰ TÁRSASÁG (hereinafter: Profolio). The EGMS has set the opening date of subscription for 15 June 2017, and the closing date of subscription for 30 June 2017. Shares are issued in relation to the agreement signed on 13 December 2016 on purchase of shares (quota) in the company of the Hungarian law - Prohuman 2004 Kft (hereinafter: Prohuman) in which the Company holds currently 75% of shares, (hereinafter: Agreement). According to the Agreement, 20% of the total price of payment for shares in Prohuman may be paid by the Company through deduction of receivable required from Profolio due to acquisition of the Company's shares issued for this entity. As the date of purchase of shares in Profolio will be postponed, it is appropriate to postpone the date of subscription of issued shares so as to offer these shares in the period from 14 July to 31 August 2017. At the same time, in the Management Board's opinion, there is no need to revoke previous resolution adopted on this subject matter, i.e. resolution no. 3 of the Extraordinary General Meeting of Shareholders of 19 April 2017, because on the date of adoption of new resolution, the previous one shall be irrelevant considering an ineffective expiration of the subscription date from 15 June to 30 June 2017. In attached draft of resolution, EGM authorises the Management Board to determine the date of opening and closing for subscription.