

**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 21 March 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 21 March 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 resolution on giving a consent to concluding by the Company as the Pledger of Annex to the registered pledge agreement on enterprise from 18 November 2015.
6. Adoption of resolution on changes in the Company's Articles of Association. Proposed changes consist in:
  - a. giving a new wording to provision § 10 sec. 7 of the Company's Articles of Association: *"Subject to provision sec. 7a, resolutions of the General Meeting referred to the sec. 1 let. a, c, d, f, g, h, i, j, k and l shall be adopted on the basis of qualified majority of 85% votes cast."* in the place of current wording: *"Resolutions of the General Meeting referred to the sec. 1 let. a, c, d, f, g, h, i, j, k and l shall be adopted on the basis of qualified majority of 85% votes cast."*
  - b. adding sec. 7a in § 10 of the Company's Articles of Association: *"7a. Qualified majority referred in sec. 7 is not required to a) with respect to sec. 1 let. h – adopting a resolution regarding establishing pledge upon the enterprise of the Company and its organised part; b) with respect to sec. 1 let. k) – issuing ordinary bonds."*
  - c. giving a new wording to provision § 13 sec. 10 of the Company's Articles of Association: *"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."* in the place of current wording: *"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), 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."*

7. Adoption of resolution on changing § 11 sec. 6 of the Regulations of the Supervisory Board of the Company by giving in a new wording: "6. *As long as the Investor is the Company's shareholder, resolutions of the Supervisory Board referred to in § 14 par. 2 sections 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) shall be adopted with a qualified majority of 8/9 of votes cast, and other resolutions are passed with the ordinary majority of votes cast.*" in the place of current wording: "6. *As long as the Investor is the Company's shareholder, resolutions of the Supervisory Board referred to in § 14 par. 2 sections a), e), f), h), i), j), k), o), p), q), r), s), t), v), w), x), y), z), aa), bb), cc), dd) and ee) shall be adopted with a qualified majority of 8/9 of votes cast, and other resolutions are passed with the ordinary majority of votes cast.*"
8. Any other business.
9. 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 number ... /2017  
of the Extraordinary General Meeting  
„WORK SERVICE” S.A. of 21 March 2017  
on giving a consent to concluding by the Company as the Pledger of Annex to the registered  
pledge agreement on enterprise from 18 November 2015***

Acting pursuant to art. 393 p. 3 of the Commercial Companies Code and § 10 sec. 1 lett. h) of the Articles of Association of Work Service S.A., it is decided as follows:

1. **The Extraordinary Meeting of “Work Service” S.A.** gives consent to conclusion by the Company as the Pledger of **Annex to the agreement on registered pledge on the Company's enterprise from 18 November 2015** which will include the entire movable property and transferable rights (including intellectual property rights), both existing and future, constituting a set of movables and rights representing the economic whole pursuant to art. 7 sec. 2 p. 3 of the Act on registered pledge and pledge register of 6 December 1996, in order to secure the receivables of Bank BGŻ BNP PARIBAS S.A. (“Pledgee”), acting as the pledge administrator, Bank Millennium S.A., Bank Zachodni WBK S.A., Raiffeisen Bank Polska S.A. and Powszechna Kasa Oszczędności Bank Polski S.A. as the lenders (hereinafter jointly “Lenders”) towards the Company pursuant to the Credit Agreement of 18 November 2015, amended by the Annex no. 1 to the Credit Agreement which was concluded between, among others, the Lenders, the Company as the Borrower and other determined Obligated Parties (as defined in the Credit Agreement) as the guarantors (“Annex to the Credit Agreement”)
2. The Annex to the agreement on registered pledge on enterprise from 18 November 2015 includes in particular:
  - a) increase of the highest amount of registered pledge security to the amount of PLN 360,000,000;

- b) covering with the security in the form of Registered Pledge also the receivables of Powszechna Kasa Oszczędności Bank Polski S.A., resulting from the Credit Agreement amended by the Annex to the Credit Agreement.
3. The Annex to the Credit Agreement includes in particular accession to the Credit Agreement by Powszechna Kasa Oszczędności Bank Polski S.A. and granting by this bank to the Company of a working capital credit in the maximum amount of PLN 55,000,000.00, as well as accession to the Credit Agreement by additional guarantors.
  4. The Management Board of the Company is authorized to perform any legal actions in order to efficiently establish the above mentioned registered pledge, in particular to conclude annex to the agreement from 18 November 2015 on the registered pledge with the Pledgee, and to sign other documents necessary for efficient establishment of the pledge.
  5. This consent is granted for indefinite period.

## **§ 2**

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

### **JUSTIFICATION**

Adoption of the Resolution is required on the basis of Art. 393 point 3) of the Commercial Companies Code and § 10 sec. 1 h) of the Articles of Association of Work Service S.A. in connection with the annex to the credit agreement of 18 November 2015 concluded between Work Service S.A., as a Borrower, Bank BGŻ BNP PARIBAS S.A., Bank Millennium S.A., Bank Zachodni WBK S.A. and Raiffeisen Bank Polska S.A., as Lenders, and other entities, as the guarantors ("Credit Agreement"), pursuant to which Powszechna Kasa Oszczędności Bank Polski S.A. will enter into the Credit Agreement, which will grant the Work Service S.A. a working capital credit in the amount of PLN 55,000,000 and the associated with it necessity to modify agreements and documents on the basis of which securities of any lenders' liabilities under the Credit Agreement (including pledge agreement on Work Service S.A. enterprise) were established.

***Resolution number ... /2017  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 March 2017  
amending § 10 (7) of the Company's Articles of Association***

## **§ 1**

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław (“the Company”) repeals the current wording of § 10 (7) of the Company's Articles of Association and gives it the following wording:

*"7. Subject to provision sec. 7a, resolutions of the General Meeting referred to the sec. 1 let. a, c, d, f, g, h, i, j, k and l shall be adopted on the basis of qualified majority of 85% votes cast."*

## **§ 2**

The resolution will come into force and effect when the amendments to the Company's Articles of Association are registered in the Register of Entrepreneurs of the National Court Register.

***Resolution number ... /2017  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 March 2017  
on adding sec. 7a in § 10 of the Company's Articles of Association***

**§ 1**

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław (“the Company”) adds sec. 7a after sec. 7 in § 10 of the Company's Articles of Association and gives it the following wording:

*“7a. Qualified majority referred in sec. 7 is not required to:*

- a) with respect to sec. 1 let. h – adopting a resolution regarding establishing pledge upon the enterprise of the Company and its organised part;*
- b) with respect to sec. 1 let. k) – issuing ordinary bonds.”*

**§ 2**

The resolution will come into force and effect when the amendments to the Company's Articles of Association are registered in the Register of Entrepreneurs of the National Court Register.

***Resolution number ... /2017  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 March 2017  
Amending § 13 (10) of the Company's Articles of Association***

**§ 1**

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław (“the Company”) repeals the current wording of § 13 (10) of the Company's Articles of Association and gives it the following wording:

*“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.”*

**§ 2**

The resolution will come into force and effect when the amendments to the Company's Articles of Association are registered in the Register of Entrepreneurs of the National Court Register.

***Resolution number ... /2017  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna***

**of 21 March 2017**  
**Amending § 11 (6) of the Regulations for the Supervisory Board**

**§ 1**

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław (“the Company”) repeals the current wording of § 11 (6) of the Regulations for the Supervisory Board of the Company and gives it the following wording:

*“6. As long as the Investor is the Company’s shareholder, resolutions of the Supervisory Board referred to in § 14 par. 2 sections 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) shall be adopted with a qualified majority of 8/9 of votes cast, and other resolutions are passed with the ordinary majority of votes cast.”*

**§ 2**

The resolution will come into force and effect when the amendments to the Company’s Articles of Association resulting from resolution no .../2017 and .../2017 dated 21 March 2017 are registered in the Register of Entrepreneurs of the National Court Register.

**Justification of resolutions on changes to the Articles of Association and the Regulations of the Supervisory Board**

Proposed changes to the Articles of Association and the Regulations of the Supervisory Board have the objective of:

1. the exclusion of the qualified majority of 85% of votes cast for adopting resolutions by the General Meeting on:
  - a) pledge upon the enterprise of the Company and its organised part;
  - b) issuing ordinary bonds.
2. introducing the qualified majority of 8/9 votes cast on the resolution of the Supervisory Board on the consent for the issue of ordinary bonds.