

Attachment no 2 – drafts of the resolutions of the Extraordinary General Meeting of Work Service S.A.

Draft of the Resolution to Item 2 of the agenda:

**Resolution No. 1/2019
of the Extraordinary General Meeting of “WORK SERVICE” S.A.
dated 7th May 2019
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 _____.

Justification to Resolution No. 1/2019 of May 7, 2019:

The adoption of the above resolution is of the organizational character connected with the necessity of electing the Chairman of the General Meeting.

Draft of the Resolution to Item 5 of the agenda:

**Resolution No. 2/2019
of the Extraordinary General Meeting of “WORK SERVICE” S.A.
dated 7th May 2019
on approval of the agenda.
§1.**

The Extraordinary General Meeting approves the following Agenda:

1. The opening of the Extraordinary General Meeting.
2. Appointment of the Chairman.
3. Preparation, signing and presentation of the attendance list.
4. Confirmation of the correctness of convening the Extraordinary General Meeting and its ability to adopt resolutions.
5. Adoption of the agenda.
6. Adoption of a resolution on amendment of § 12 item. 1 of the Articles of Association of the Company

Proposed wording: “1. As long as the Investor is the shareholder of the Company, the Supervisory Board shall be composed of 10 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”).

Current wording: “ 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").

7. Adoption of resolutions regarding changes in the supervisory board of the Company.
8. Adoption of a resolution on amendment of § 13 item 10 and § 13 item 13 of the Articles of Association of the Company.

Proposed wording of § 13 item. 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 9/10 of cast votes** and the remaining resolutions are adopted by the ordinary majority of cast votes.*”

Current wording § 13 item 10 „*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*

Proposed wording § 13 item 13 : „*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 9/10 votes** to be adopted is not adopted. Provisions of § 13 section 7 shall apply accordingly*’

Current wording § 13 item 13: „*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.*

9. Adoption of a resolution regarding the costs of convening and holding the General Meeting.
10. Closing of the Meeting.

§2.

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

Justification to Resolution No. 2/2019 of May 7, 2019:

The adoption of the above resolution is of the organizational character connected with the necessity of

adopting the agenda.

Draft of the Resolution to Item 6 of the agenda:

Resolution No. 3/2019
of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 7th May 2019
on: amendment of § 12 item 1 of the Articles of Association of the Company

§1

The Extraordinary General Meeting of Work Service S.A. with its registered seat in Wrocław, decides to amend § 12 item 1 of the Articles of Association of the Company by giving it a new following wording:

"1. As long as the Investor is the shareholder of the Company, the Supervisory Board shall be composed of 10 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

The Extraordinary General Meeting of Work Service S.A. acting on the basis of article 430 para 5 of Polish Company's Code, hereby authorizes the Supervisory Board to adopt consolidated text of the Articles of Association.

§3

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

Justification to Resolution No.3/2019 of May 7, 2019:

The meeting shall be convened at the request of a shareholder who request increase of number of members within the Supervisory Board from 9 up to 10 and change of majority of voting within the Supervisory Board from 8/9 to 9/10

Draft of the Resolution to Item 7 of the agenda:

Resolution No. 4/2019
of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 7th May 2019
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 para. 1 point 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.

**Resolution No. 5/2019
of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 7th May 2019
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.

Justification to Resolution No.4/2019 and No. 5/2019 of May 7, 2019:

The meeting shall be convened at the request of a shareholder who did not provide justification for adopting this resolution.

Draft of the Resolution to Item 8 of the agenda:

**Resolution No. 6/2019
of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 7th May 2019
on amendment of § 13 item 10 and § 13 item 13 of the Articles of Association of the Company**

§1

The Extraordinary General Meeting of Work Service S.A. with its registered seat in Wrocław, decides to amend § 13 item 10 of the Articles of Association of the Company by giving it a new 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 9/10 of cast votes and the remaining resolutions are adopted by the ordinary majority of cast votes.”

§2

The Extraordinary General Meeting of Work Service S.A. with its registered seat in Wrocław, decides to amend § 13 item 13 of the Articles of Association of the Company by giving it a new following wording:

„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 9/10 votes to be adopted is not adopted. Provisions of § 13 section 7 shall apply accordingly”.

§3

The Extraordinary General Meeting of Work Service S.A. acting on the basis of article 430 para 5 of Polish Company's Code, hereby authorizes the Supervisory Board to adopt consolidated text of the Articles of Association.

§ 4

The resolution comes into force on the day ...

Justification to Resolution no 6/2019 of May 7, 2019:

The meeting shall be convened at the request of a shareholder who request increase of number of members within the Supervisory Board from 9 up to 10 and change of majority of voting within the Supervisory Board from 8/9 to 9/10

Draft of the Resolution to Item 9 of the agenda:

**Resolution No. 7/2019
of the Extraordinary General Meeting of "WORK SERVICE" S.A.
dated 7th May 2019
regarding the costs of convening and holding the General Meeting.**

§1.

The Extraordinary General Meeting of "WORK SERVICE" SA, pursuant to art. 400 § 4 of the Code of Commercial Companies, it decides that the costs of convening and holding the General Meeting shall be borne by the Company.

§2.

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

Justification to Resolution No. 7/2019 of May 7, 2019:

Adoption of a resolution on determining whether the company is to bear the costs of convening and holding the General Meeting results from the content of the provision of art. 400 § 4 of the Code of Commercial Companies.