

**Attachment 2:**

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 8 October 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 \_\_\_\_\_.

**§2.**

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

Draft of the Resolution to Item 4 of the agenda

**Resolution no 2/2019  
of the Extraordinary General Meeting of “WORK SERVICE” S.A.  
dated 8 October 2019  
on approval of the agenda and resolutions drafts of the Extraordinary General Meeting  
of Shareholders.**

**§1.**

The Supervisory Board of Work Service S.A. approves the following agenda of the Extraordinary General Meeting of Shareholders convened for 8 October 2019:

1. The opening of the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Statement of the validity of the convocation of the Extraordinary General Meeting and its ability to adopt resolutions.
4. Accepting the agenda of the meeting.
5. Adoption of the resolution on the concerning the issue of bonds convertible into series Z shares and a conditional share capital increase through the issue of series Z shares, the total waiver of pre-emptive rights attached to convertible bonds and series Z shares, and amending the Company's Articles of Association.
6. Adoption of the resolution on the case: (i) increase the share capital of the Company by an amount not lower than PLN 10 (ten) grosz, but not more than PLN 3,571,428.50 (three million five hundred seventy one thousand four hundred twenty eight 50/100 zlotys) through the issue of new ordinary shares of the ZA series, exclusion of the pre-emptive rights of the existing shareholders to all shares of the new

issue of the ZA series, (ii) dematerialization and applying for the right to acquire all shares of the new issue of the ZA series, (iii) dematerialization and applying for the right to acquire new shares of the ZA series.

7. Adoption of the resolution on increasing the company's share capital through the issue of new shares, public offering of new issue shares, determining the date of pre-emptive rights to new issue shares as at 8 February 2020, dematerialization and applying for admission of pre-emptive rights, rights to shares and new issue shares to trading on the regulated market of the Warsaw Stock Exchange, and amending the company's articles of association, as well as authorizing the Supervisory Board to determine the uniform text of the company's articles of association.
8. Any Other Business.
9. Closing of the General Meeting.

## §2.

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

### Draft of the Resolution to Item 5 of the agenda

**Resolution no 3/2019  
of the Extraordinary General Meeting of "WORK SERVICE" S.A.  
dated 8 October 2019  
concerning the issue of bonds convertible into series Z shares and a conditional share capital increase through the issue of series Z shares, the total waiver of pre-emptive rights attached to convertible bonds and series Z shares, and amending the Company's Articles of Association**

The Extraordinary General Meeting of "Work Service" Spółka Akcyjna with its registered office in Wrocław (the "**Company**"), acting pursuant to Art. 393, point 5, Art. 433 and Art. 448-445 of the Commercial Companies Code ("**CCC**"), Art. 19 of the Bonds Act of 15 January 2015 ("**Bonds Act**") and § 10 section 1 letters f and k of the Company's Articles of Association resolve as follows:

## § 1

### **Issue of convertible bonds**

1. The Company issues registered bonds, convertible into series Z ordinary bearer shares ("**Bonds**") with a total nominal value not exceeding PLN 50,000,000 (fifty million zlotys).
2. The final number of issued Bonds and the nominal value and issue price of one Bond shall be determined by the Management Board of the Company in the terms of the issue of the Bonds.
3. The Bonds shall be limited in their transferability on the terms specified by the Management Board of the Company in the terms of the issue of the Bonds.

4. The Bonds may be secured on terms specified by the Company's Management Board in the terms and conditions of the issue of the Bonds.
5. The Bonds will be offered only to selected investors who:
  - a. as at the date of registration of participation in this Extraordinary General Meeting of the Company, hold more than 0.25% of the total number of votes in the Company; or
  - b. were indicated by the Company's Management Board, subject to Par. 2.3 of this Resolution, to invite them to participate in the Bonds offer (persons referred to in letters a and b, hereinafter jointly as the "**Entitled Investors**").
6. The number of Eligible Investors shall not exceed 149 natural or legal persons other than qualified investors within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council on the prospectus to be published in connection with a public offering of securities or their admission to trading on a regulated market and repealing Directive 2003/71/EC ("**Regulation 2017/1129**").
7. To the extent not regulated by this resolution, the Management Board will determine the final terms of issue of the Bonds, including the amount of Interest, Premium and Conversion Bonus (as defined below) after conducting the process of building the book of demand for Bonds. Eligible Investors should submit declarations of interest in the purchase of the Bonds within the the Book-building process on the terms set out by the Management Board ("**Book-building process**").
8. The Bonds will be in a dematerialized form and registered with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) in Warsaw ("**NDS**"). The Bonds shall not be listed on a regulated market or in an alternative trading system.
9. The date of issue of the Bonds shall be the date making an entry in the register of authorized persons kept by the issue agent or the day on which they are recorded for the first time in the securities account of the holder of the Bonds. The Bonds shall be allotted and recorded on the securities account not earlier than on the date of entry of this Resolution in the National Court Register.
10. The issue price of each Bond shall be equal to its nominal value.
11. The Bonds redemption date is 5 years from the date of issue of the Bonds ("**Redemption Date**"). The Redemption Date shall be indicated in the terms and conditions of the issue of the Bonds.
12. The Bonds may be subject to an early redemption upon request:
  - a. bondholder - only in the event of the occurrence of cases specified in the terms and conditions of the issue of Bonds ("**Early Redemption at the Bondholder's Request**"),
  - b. the Company - on terms to be determined by the Management Board of the Company in the terms and conditions of the issue of Bonds ("**Early Redemption at the Company's Request**"). In connection with the Early Redemption at the

Company's request, the bondholder shall be entitled, among other benefits, to a premium calculated on the basis of the nominal value of the Bonds in an amount not exceeding 2% ("**Premium**"). The Early Redemption on the Company's Request shall become effective upon the lapse of 30 (thirty) days from the date of announcing the Early Redemption on the Company's Request, provided that the date and principles of fulfilling the performance of the Early Redemption on the Company's Request shall be specified in the terms and conditions of the issue of Bonds. In the period from the date of announcement of the Early Redemption at the Company's request until the expiry of the aforementioned deadline, the bondholder shall be entitled to convert the Bonds pursuant to Par. 1.15.a of this Resolution.

13. The terms and conditions of the issue of Bonds may provide for a threshold for the issue of Bonds.
14. The bonds will bear interest. Interest shall be calculated on the nominal value of the Bonds on the basis of a fixed interest rate in each case not exceeding 7.5% on an annual basis in relation to the Redemption Date, on the terms and in the amount indicated by the Management Board of the Company in the terms and conditions of the issue of the Bonds ("**Interest**"). Interest on bonds will be paid once only:
  - a. for the entire five-year period on Redemption Day;
  - b. in the case of an Early Redemption at the Bondholder's request - for the period specified in the terms and conditions of the issue of the Bonds, but falling no later than on the 14th (fourteenth) business day after the date of receipt of a statement from the bondholder concerning the Early Redemption at the Bondholder's request;
  - c. in case of announcing the Early Redemption on the Company's Request - for the period until the date of the Early Redemption on the Company's Request.
15. In the event of conversion of the Bonds pursuant to § 116 a. below bondholders will be entitled to a conversion premium calculated as the sum of the amount of Interest on the Bonds calculated in accordance with § 1.14, in advance for the entire five-year period from the date of issue of the Bonds to the Redemption Date and the amount of up to 7.5% of the nominal value of the Bonds on an annual basis, in advance for the entire five-year period from the date of issue of the Bonds to the Redemption Date, regardless of the date of conversion of the Bonds ('**Conversion Bonus**').
16. The holder of the Bonds shall have the right to
  - a. conversion of the Bonds into Z-series ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each ("**Z-series shares**"), pursuant to the rules described in § 1.19 of this Resolution, or
  - b. demand an Early Redemption at the Bondholder's request,
  - c. demand on the Redemption Date payment of a monetary amount equal to the nominal value of the Bonds increased by Interest,

- d. demand payment of a monetary amount equal to the nominal value of the Bonds increased by Interest and Premium in connection with the Early Redemption on the Company's demand.
17. A Bondholder may, at any time after the issue date of the Bonds, request that the Bonds be converted into Series Z Shares, with the proviso that the conversion shall take place not more frequently than four times a calendar year on dates indicated by the Management Board of the Company in the terms of the issue of the Bonds and subject to the regulations of the National Depository for Securities.
18. Bonds which will not be converted into Series Z Shares or redeemed earlier will be redeemed by the Company on the Redemption Date.
19. The conversion of the Bonds into Series Z Shares shall be effected in accordance with the following rules:
  - a. The conversion price of the Bonds into Series Z Shares is PLN 1.40 (one zloty 40/100) ("**Conversion Price**"),
  - b. The number of Series Z Shares allotted per one Bond shall be equal to the quotient of the nominal value of the Bonds plus the Bonds Conversion Bonus and the Conversion Price, rounded down to the nearest integer. In any event, the conversion of the Bonds into Series Z Shares may not be effected in such a manner that the par value of the Bonds acquired by way of conversion of Series Z Shares is higher than the par value of the Bonds being converted,
  - c. Detailed terms and conditions of conversion of the Bonds into Series Z Shares shall be determined by the Management Board of the Company in the terms and conditions of the issue of the Bonds,
  - d. The conversion of the Bonds into Series Z Shares shall be made on the basis of written declarations of the bondholders, in accordance with the model set forth in the terms and conditions of the issue of the Bonds.
20. Submission by a bondholder of a declaration on conversion of the Bonds into Series Z Shares with respect to the Bonds which are the subject of the declaration on conversion, results in expiry of the right to demand their redemption on the Redemption Date or as part of the Early Redemption at the Bondholder's request, and consumes the right to receive a cash benefit from any Interest on the Bonds.
21. The Management Board of the Company shall be entitled to determine detailed issues related to the issue of Bonds in order to implement this resolution, including in particular:
  - a. defining the date of determination of the persons entitled to receive benefits from the Bonds, as well as the dates and rules for the performance of benefits from the Bonds, taking into account the regulations of the National Depository for Securities,
  - b. determining the remaining content of the Bonds' issue documentation, in particular the terms and conditions of the issue of the Bonds, taking into account the provisions of this Resolution and other offering documents,

- c. selection of the Entitled Investors referred to in § 1, section 5, lit. b of this Resolution to whom the offer of the Bonds will be addressed and allotment of the Bonds,
  - d. perform all other necessary activities related to the issue, including the conclusion of an agreement with an investment firm, the issue agent and to take all necessary steps to dematerialize the Bonds, including in particular the conclusion of an agreement with the NDS for the registration of the Bonds in the securities depository maintained by the NDS, through the agency of the issue agent.
22. The determination by the Management Board of the Company of the terms and conditions of the Bonds referred to in w § 1, section 2, 3, 4, 14 and 15 requires the consent of the Supervisory Board granted in accordance with the Company's Articles of Association.

## § 2

### Right of priority

1. The Extraordinary General Meeting hereby authorizes the Management Board of the Company to undertake all actions related to the offer of the Bonds, including the determination of detailed terms and conditions of allotment of the Bonds, including the following:
  - a) determine, subject to section 3 below, the rules for offering the Bonds, including, without limitation, the identification of the Entitled Investors who will be invited to participate in the Book-building Process (so selected **Entitled Investors** are hereinafter referred to as **the "Book-building Participants"**), the determination of the rules for selecting the Entitled Investors to whom the offers to purchase the Bonds will be submitted and to whom the Bonds will be allocated (the "**Allotment Rules**");
  - b) determine, subject to section 3 below, the number of Bonds to be offered to the Book-building Process Participants after the Book-building Process has been completed, provided that
    - i. The Allotment Rules will provide in particular that the Eligible Investors under §1, section 5, lit. a of this resolution ("**Eligible Pre-emptive Investors**") will have priority to purchase Bonds in a number corresponding to the product of the product of the Bonds: (a) the ratio of the number of the Company's shares held by the Entitled Investor Subscribed for as at the date of registration of participation at this Extraordinary General Meeting indicated in the confirmation document or the list of persons entitled to participate in this Extraordinary General Meeting to the number of all existing shares of the Company as at that date and (b) the final number of issued Bonds determined by the Management Board of the Company, If the number of the Bonds allocated to a given Entitled Investor in the Bonds covered by the Priority is not an integer, it shall be rounded down to the nearest integer ("**the Bonds Acquisition Preference**");

- ii. In order for an Entitled Investor to be able to exercise the Preference in the purchase of the Bonds, the Entitled Investor must fulfil the following additional conditions in a manner which, in the opinion of the Management Board of the Company, subject to paragraph 3 below, will be appropriate ("**Conditions for Entitled Investor to Be Preferential**"):
          - A. following a prior invitation by the Management Board of the Company, issued subject to clause 3 below, (1) presentation in the Book-building Process of a document confirming that a given investor was a shareholder of the Company as at the date of registration of participation in this Extraordinary General Meeting of the Company and (2) submission by this investor in the Book-building Process of a declaration of interest in the purchase of Bonds; and
          - B. after the Management Board of the Company, subject to par. 3 below, makes a decision to submit a proposal to this investor to purchase the Bonds under the conditions set by the Management Board of the Company following the Book-building process.
2. The above provisions do not limit the right of the Management Board of the Company to offer the remaining Bonds not included in the exercise of the Pre-emption Order in the purchase of the Bonds at its own discretion, including selected Entitled Investors, under the same conditions as proposed to the Entitled Investors in accordance with the Pre-emption Order in the purchase of the Bonds, however, in no case shall the total number of entities offered to take up Bonds (including Eligible Investors) exceed 149 natural or legal persons other than qualified investors .
3. The determination whether an Entitled Investor satisfies the conditions to be considered an Entitled Investor and the decision to invite a given investor to participate in the Book-building Process and to submit a proposal to such an investor to purchase the Bonds is subject to the sole discretion of the Management Board of the Company, with the proviso that the Management Board will exercise due diligence to propose the taking hold of the Bonds to those Entitled Investors who meet the conditions set forth above.

### **§ 3**

#### **Conditional share capital increase**

1. In order to grant rights to acquire Series Z Shares to holders of the Bonds, the Company's share capital shall be conditionally increased by no more than PLN 6,250,000 (six million two hundred and fifty thousand zlotys 00/100) through the issue of no more than 62,500,000 (sixty-two million five hundred thousand) Series Z Shares.
2. The issue price of 1 (one) Series Z Share is equal to the Conversion Price.
3. Only holders of rights from the Bonds will be eligible to acquire Series Z Shares.
4. Series Z Shares will participate in dividend for a given financial year on the following terms and conditions:

- a) if the Series Z Shares are released to the entitled persons within the period from the beginning of the financial year to the dividend day, referred to in Art. 348 § 2 of the Polish Companies Act inclusive, the shares participate in the profit from the first day of the financial year directly preceding the year in which the shares are released;
  - b) If the Series Z Shares are released to the entitled persons in the period after the dividend date, referred to in Art. 348.2 of the Polish Companies Act, until the end of the fiscal year, the shares participate in the profit from the first day of the fiscal year in which they are released.
5. The right to acquire Series Z Shares vested in the holders of the Bonds may be exercised no later than on the Redemption Date, subject to the rules set forth in the terms and conditions of the issue of the Bonds and the regulations of the Polish NDS.
  6. Series Z Shares will be issued in the form of a document, unless the generally applicable rules or NDS regulations on the day the Bonds are converted into Series Z Shares require compulsory dematerialized form Series Z Shares. The above should be interpreted in such a way that in each case the Management Board should exercise due diligence to cause so that the investor can exercise all rights from Series Z Shares as soon as possible.
  7. Series Z shares will be subject to admission and introduction to trading on a regulated market operated by the Stock Exchange S.A. in Warsaw. ("GPW"), after meeting all requirements required by law or regulations of the GPW. The Company's Management Board is authorized to take all necessary actions related to the admission and introduction of Series Z Shares to trading on the regulated market operated by the GPW pursuant to this resolution.
  8. The Management Board of the Company is authorized to conclude with the NDS an agreement for the registration in the depository of Series Z Shares, as well as to take any other necessary actions related to their dematerialisation.

#### **§ 4**

##### **Objective of conditional share capital increase**

The objective of a conditional increase in the Company's share capital is to grant the holders of the Bonds the right to acquire Series Z Shares in the increased share capital. The above goal is also the motivation of the resolution, required by art. 449 in connection with art. 445 § 1 of the CCC.

#### **§ 5**

##### **Deprivation of pre-emptive rights**

In the interest of "Work Service", the Joint Stock Company shall deprive the existing shareholders of the right to acquire Bonds and Series Z Shares.

At this point, the Chairman read out the Management Board's resolution containing an opinion justifying the waiver of the pre-emptive rights of the existing shareholders to the Bonds and Series Z Shares, and justifying the issue price of the Bonds and Series Z Shares, attached as Appendix No. 1 hereto.



## § 6

### **Amendment of the Company's Articles of Association**

In connection with the conditional increase of the share capital made on the basis of this resolution, the Extraordinary General Meeting of "Work Service" Spółka Akcyjna hereby decides that

- delete the existing § 6a - § 6c in the Statutes of Work Service Spółka Akcyjna,
- the existing § 6d should be designated § 6a of the Articles of Association of Work Service Spółka Akcyjna,
- add a new § 6b to the Statutes of Work Service Spółka Akcyjna in the following wording:

#### *§ 6b*

- 1. The Company's share capital shall be conditionally increased by no more than PLN 6,250,000 (six million two hundred and fifty thousand zlotys 00/100) through the issue of no more than 62,500,000 (sixty-two million five hundred thousand) ordinary series Z bearer shares 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 Z shares to holders of convertible bonds issued pursuant to Resolution No.[3]/2019 of the Extraordinary General Meeting of 8 October 2019.*
- 3. The holders of convertible bonds referred to in Section 2 above shall be entitled to acquire Series Z Shares, except for the pre-emptive rights of the existing shareholders.*
- 4. The rights to acquire Series Z Shares under the Series A convertible bonds may be exercised within five years of their issue.*

- the existing § 6e should be numbered § 6c of the Statute of Work Service Spółka Akcyjna and given the following new wording:

#### *§ 6c*

*In relation to the matters referred to in:*

- 1) § 6a above - conditional increase of the share capital by no more than PLN 29,100 (twenty-nine thousand one hundred zlotys) through the issue of no more than 291,000 (in words: two hundred and ninety-one thousand) ordinary series Y bearer shares, where the shares will be released (within the meaning of Art. 451 §2, second sentence, of the Polish Companies Act) to persons entitled under the Series F Subscription Warrants, together with their dematerialisation;*
- 2) § 6b above - conditional increase of the share capital by the amount not greater than PLN 6,250,000 (six million two hundred and fifty thousand zlotys 00/100) through the issue of not more than 62,500,000 (sixty-two million five hundred thousand) ordinary bearer shares of series Z, in the case of which the release (within the meaning of Article 451 §2 of the Code of Commercial Companies) of these shares to persons entitled under convertible bonds will take place in the form of a document;*

*- the nominal value of the conditional increase in the Company's share capital amounts in total to PLN 6,279,100 (six million two hundred and seventy-nine thousand one hundred and 00/100 zlotys).*

## **§ 7**

### **Authorisation to determine the consolidated text of the Company's Articles of Association**

Acting pursuant to Art. 430 § 5 of the Commercial Companies Code, the Extraordinary General Shareholders Meeting hereby authorizes the Company's Supervisory Board to prepare the consolidated text of the Company's Articles of Association, taking into account the amendments introduced by this resolution.

## **§ 8**

### **Authorisation for the Management Board**

The General Meeting hereby authorizes the Company's Management Board to:

- a) making a decision to withdraw from or suspend the implementation of this Resolution;
- b) making a decision on withdrawing from the issue of Bonds.

## **§ 9**

### **Entry into force**

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

### **JUSTIFICATION OF THE ABOVE RESOLUTION**

The conditional increase of the share capital through the issue of Series Z Shares and the issue of Bonds, which will incorporate the right to acquire Series Z Shares, are the result of actions taken by the Management Board of the Company enabling the Company to obtain financing in order to implement the long-term strategy of the Work Service Capital Group based on the long-term growth of the Company's value through strengthening the Company's leading market position in the personal services sector in Poland.

The resolution presented by the Company constitutes one of the possible variants of financing the conducted activity of the Company and its Capital Group, with the reservation that the Management Board jointly intends to acquire no more than PLN 50,000,000 regardless of the finally chosen variant or variants of the issue of securities proposed for adoption at the Extraordinary General Meeting. The Company believes that the issue of the Bonds, which will entitle the bondholder, at his/her discretion, to demand the redemption of the Bonds or use the conversion of the Bonds into new issue shares, is an optimal source of capital required by the Company. In this way, the Company expects that by directing the issue to the largest shareholders of the Company (holding more than 0.25% of the total number of votes as at the date of registration for the Extraordinary General Meeting of the Company) and selected investors, it will be able to acquire up to PLN 50,000,000 for further development, which may

ultimately be converted into the Company's equity after taking into account the conversion premium.

Draft of Attachment No. 1 to Resolution No. 3/2019 of of the Extraordinary General Meeting of "Work Service" Spółka Akcyjna dated 8 October 2019:

***Opinion of the Management Board  
"Work Service" Spółka Akcyjna  
of 8 October 2019***

***justifying the deprivation of the existing shareholders of the pre-emptive rights to acquire convertible bonds into Series Z Shares and Series Z Shares in full, as well as the issue price of bonds convertible into Series Z Shares and Series Z Shares***

On 8 October 2019, an Extraordinary General Meeting of Shareholders of "Work Service" S.A. ("**Company**") was convened to adopt, among others, a resolution on conditional increase of the Company's share capital by the amount not greater than PLN 6.250.000 (six million two hundred fifty thousand Polish zlotys 00/100) through the issue of not more than 62.500.000 (sixty-two million five hundred thousand) ordinary series Z bearer shares with the nominal value of PLN 0.10 (ten groszy) each ("**Series Z Shares**") excluding in full the pre-emptive rights of the existing shareholders and the issuance of convertible registered bonds into ordinary bearer shares of series Z ("**Bonds**") excluding in full the pre-emptive rights of the existing shareholders.

The conditional increase of the share capital through the issuance of Series Z Shares and the issuance of Bonds, which will incorporate the right to acquire Series Z Shares, are the result of actions taken by the Management Board of the Company allowing the Company to obtain financing in order to realize the long-term strategy of the Work Service Capital Group which is based on the long-term growth of the Company's goodwill through strengthening the Company's leading market position in the personal services sector in Poland.

The resolution presented by the Company constitutes, apart from the issuance with pre-emptive rights, one of the possible variants of financing the activities conducted by the Company and its Capital Group. The Company believes that the issuance of the Bonds, which will authorize the bondholder, according to his/her choice, to demand the purchase of the Bonds or use the conversion of the Bonds into new issuance shares, is an optimal source of capital required by the Company. In this way, the Company would expect that by addressing the issuance to the largest shareholders of the Company (holding more than 0.25% of the total number of votes as at the date of registration for the Extraordinary General Meeting of the Company) and selected investors, it will be able to acquire up to PLN 50,000,000 for further development, which may ultimately be converted into the Company's equity after taking into account the conversion premium. For this reason, it should be assumed that in the current situation of the Company, the possibility of financing the Company's activities up to the amount of PLN 50,000,000 through the issuance of Bonds justifies the complete exclusion of the pre-emptive right of shareholders to acquire Bonds and Series Z Shares.

The Bonds entitling to acquire the Series Z Shares will be issued in accordance with the provisions of generally applicable law, including the Act on Bonds, therefore the issue price of the Bonds will not be lower than its nominal value, as determined by the Management Board of the Company. It will ensure that cash is received equal to the total nominal value of the Bonds issued. Moreover, the manner of converting the Bonds into Series Z Shares will be determined so that the nominal value of the Bonds acquired through the conversion of Series Z Shares does not exceed the nominal value of the Bonds being converted. It will provide real coverage of the Company's share capital in case of conversion of the Bonds into Series Z Shares.

As part of building the book of demand, key parameters of the Bonds issue will be determined, including the interest rate (whose maximum amount will not exceed 7.5% on an annual basis until the date of redemption of the Bonds) and the conversion bonus (whose maximum amount will not exceed 15% on an annual basis, in advance for the entire five-year period from the date of issue of the Bonds).

The issue price of Series Z Shares was fixed at PLN 1.40 per share, in accordance with the parity of conversion of the Bonds into Series Z Shares. In the opinion of the Management Board of the Company, the issue price is justified if it takes into account the current situation of the Company, the price of the Company's shares on the regulated market of the Warsaw Stock Exchange, and also the fact that it obtains further financing by increasing its debt.

Considering the above circumstances, in the opinion of the Management Board of the Company, the acquisition of capital by the Company through the issue of Bonds is a recommended method of obtaining necessary financial resources on favourable terms in view of the current situation of the Company. In connection with the above, the Management Board of the Company considers that the deprivation of the existing shareholders of the pre-emptive right to acquire the Bonds and Series Z Shares is economically justified and constitutes an interest of the Company. Consequently, the Management Board of the Company recommends that the Extraordinary General Meeting of the Company should vote in favour of adopting a resolution on a conditional share capital increase and the issue of bonds convertible into series Z shares, with the exclusion of the pre-emptive rights of the existing shareholders of the Company.

Draft of the Resolution to Item 6 of the agenda

**Resolution No 4 /2019  
of Extraordinary General Meeting of “WORK SERVICE” S.A.  
dated 8 October 2019**

**on the case: (i) increase the share capital of the Company by an amount not lower than PLN 10 (ten) grosz, but not more than PLN 3,571,428.50 (three million five hundred seventy one thousand four hundred twenty eight 50/100 zlotys) through the issue of new ordinary shares of the ZA series, exclusion of the pre-emptive rights of the existing shareholders to all shares of the new issue of the ZA series, (ii) dematerialization and applying for the right to acquire all shares of the new issue of the ZA series, (iii)**

## **dematerialization and applying for the right to acquire new shares of the ZA series.**

The Extraordinary General Meeting of "Work Service" Spółka Akcyjna with its registered office in Wrocław ("Company"), acting pursuant to Articles 430, 431 § 2 point 1, 431 § 7 in connection with Articles 310, 432 of the Commercial Companies Code ("CCC"), Article 5 of the Act on Trading in Financial Instruments ("Act on Trading") and §10 point 1 letter f of the Articles of Association of the Company, hereby resolves as follows:

### **§ 1**

1. The Company's share capital shall be increased from PLN 6,559,063.80 (say: six million five hundred and fifty-nine thousand sixty-three 80/100 zlotys) by an amount not lower than PLN 0.10 (ten groszy) but not higher than PLN 3,571,428.50 (three million five hundred seventy one thousand four hundred twenty eight 50/100 zlotys), to an amount not lower than PLN 6,559,063.90 (say: six million five hundred and fifty-nine thousand sixty-three 90/100 zlotys) but not higher than PLN 10,130,492.30 (ten million one hundred thirty thousand four hundred ninety two 30/100 zlotys), through the issue of new ordinary series ZA bearer shares in the number not less than 1 (one) and not more than 35,714,285 (thirty five million seven hundred fourteen thousand two hundred eighty five ) pieces, with a nominal value of PLN 0.10 (ten groszy) per share ("**Series ZA Shares**").
2. The issue of Series ZA Shares will be conducted by way of private subscription within the meaning of Article 431 § 2 point 1 of the CCC and will be directed to the selected investors (the "Private Subscription") who:
  - a) as at the date of registration of participation in this Extraordinary General Meeting of the Company, hold more than 0.25% of the total number of votes in the Company; or
  - b) provided that the issue of bonds takes place pursuant to Resolution No. 3/ 2019 of the Extraordinary General Meeting of Work Service Joint Stock Company of 8 October 2019 regarding the issue of convertible bonds for Z series shares and the conditional increase of the share capital in by issuing Z series shares, excluding all pre-emptive rights in respect of convertible bonds and Z series shares, and regarding the amendment of the statute ("Bond Issue Resolution"), as at the date of issue of bonds, they were holders of bonds issued on the basis of the Resolution on Bonds Issue;
  - c) were indicated by the Company's Management Board, subject to § 3 para. 3 of this resolution to invite them to participate in the Bonds offer; (the persons referred to in letters a, b and c hereinafter collectively as the "Entitled Investors").
3. The number of Entitled Investors shall not exceed 149 natural or legal persons other than qualified investors within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council on the prospectus to be published in connection with a public offering of securities or their admission to trading on a regulated market and repealing Directive 2003/71/EC ("Regulation 2017/1129").
4. To participate in the issue of Series ZA Shares, Eligible Investors will be invited to submit a declaration of interest in acquiring Series ZA Shares as part of the process of building

the book of demand for Shares, pursuant to the rules set forth in this resolution and announced by the Management Board. (the "Book-building Process").

5. The final amount of the increase of the Company's share capital within the limits specified in this resolution, pursuant to Art. 310 § 2 in connection with Art. 431 § 7 of the CCC, will be determined after the Private Subscription, as a result of allocating correctly acquired and paid for Series ZA Shares, by way of a notarial deed, submitted by the Management Board, prior to the notification of the increase of the Company's share capital to the Register of Entrepreneurs of the National Court Register, of a declaration on the amount of the Company's share capital subscribed for.
6. The final issue price of Series ZA Shares shall be determined by the Company's Management Board with the consent of the Supervisory Board granted in accordance with the Company's Articles of Association in the manner specified in the written opinion of the Management Board justifying the exclusion of the pre-emptive right to Series ZA Shares.

## § 2

Pursuant to Art. 433 §2 of the Polish Companies Act, the pre-emptive right to Series ZA Shares vested in the Company's shareholders is waived in its entirety, in the Company's interest. A written opinion of the Company's Management Board justifying the exclusion of the pre-emptive rights to Series ZA Shares of the existing shareholders and indicating the method of determining the issue price of Series ZA Shares is attached hereto.

## § 3

1. The Extraordinary General Meeting hereby authorizes the Management Board of the Company to take all actions related to the increase of the share capital referred to in this resolution, including taking all necessary actions to offer Series ZA Shares under Private Subscription within the meaning of Art. 431 § 2.1 of the CCC, and to determine the detailed terms and conditions of taking up Series ZA Shares, including the right to:
  - a) set the issue price of Series ZA Shares on the terms and conditions set forth in this Resolution and in the written opinion of the Management Board justifying the exclusion of pre-emptive rights to Series ZA Shares, taking into account the results of the Book-building Process and assuming maximum proceeds from the issue of Series ZA Shares taking into account § 3.1.d of this resolution;
  - b) determining the dates of submission of offers for taking up Series ZA Shares and concluding agreements for taking up Series ZA Shares by the Company; however, the Company may conclude agreements for taking up Series ZA Shares not later than within 6 (six) months from the date of adopting this resolution;
  - c) determine, subject to Para. 3 below, the rules for offering Series ZA Shares, including, without limitation, identification of the Eligible Investors who will be invited to participate in the Book-building Process, (hereinafter referred to as the "Participants in the Book-building Process"), determine the rules for selecting the Eligible Investors who will be offered the Series ZA Shares and with whom the agreements for the

acquisition of Series ZA Shares (hereinafter referred to as the "Subscription Rules") shall be concluded;

- d) determine, subject to sec. 3 below, the number of Series ZA Shares to be offered to Participants of the Book-building Process after the Book-building Process has been completed, provided that
- i. The Subscription Rules will provide, in particular, that Eligible Investors from § 1.2.a. and § 1.2.b. of this Resolution will have priority in the acquisition of Series ZA Shares in a number corresponding to the product:
    - a. in case of:
      - I. The Company shareholders - the ratio of the number of Company shares held as at the date of registration of participation in this Extraordinary General Meeting of the Company indicated in the confirmation document or list of persons entitled to participate in this Extraordinary General Meeting to the number constituting the sum of all existing shares of the Company as at the date of this Extraordinary General Meeting of the Company and the maximum number of Company shares to which all bondholders are entitled on the basis of bonds issued pursuant to the Bonds Issue Resolution, if any,
      - II. the Company's bondholders - the ratio of the number of the Company's shares that a given bondholder was entitled to acquire as at the bond issue date issued pursuant to the Bond Issue Resolution to the total number of all existing shares of the Company as at the date of this Extraordinary General Meeting of the Company and the maximum number of the Company's shares that all bondholders are entitled to acquire on the basis of bonds issued pursuant to the Bond Issue Resolution,  
however, if the Entitled Investor was both a shareholder and a bondholder of the Company as at the date of this Extraordinary General Meeting of the Company, the above number shall be summed up as follows  
and
    - b. the condition for an Authorized Investor to be able to exercise the Pre-emption Right to acquire Series ZA Shares is that the Authorized Investor satisfies the following additional conditions in a manner which, in the opinion of the Management Board of the Company, subject to the provisions of sec. 3 below, will be appropriate ("**Terms and Conditions of Entitled Pre-emptive Investor Consideration**");
  - ii. the condition for an Authorized Investor to be able to exercise the Pre-emption Right to acquire Series ZA Shares is that the Authorized Investor satisfies the following additional conditions in a manner which, in the opinion of the Management Board of the Company, subject to the provisions of sec. 3 below, will be appropriate ("Terms and Conditions of Entitled Pre-emptive Investor Consideration");

- a. after a prior invitation by the Management Board of the Company, issued with the provision of sec. 3 below, (1) presentation in the Book-building Process of a document confirming that a given investor was a bondholder in bonds issued pursuant to the Bond Issue Resolution as at the date of issue of the bonds or was a shareholder in the Company as at the date of registration of participation for this Extraordinary General Meeting of the Company, and (2) submission of a declaration of interest in acquiring Series ZA Shares by that investor in the Book-building Process, at a price not lower than the issue price finally determined by the Management Board of the Company; and
  - b. following the decision of the Management Board of the Company, subject to sec. 3 below, to submit an offer to this investor to subscribe for Series ZA Shares, to conclude with the Company an agreement to subscribe for Series ZA Shares offered to this investor, at the issue price determined by the Management Board of the Company.
2. The above provisions do not limit the right of the Company's Management Board to offer the remaining Series ZA Shares not covered by the exercise of the Pre-emptive Right to Subscribe for Series ZA Shares at its own discretion, Eligible Investors, at a price not lower than the price offered to Authorized Investors in accordance with the Pre-emptive Right to Subscribe for Series ZA Shares.
3. The determination whether an Authorised Investor satisfies the conditions for being considered an Authorised Investor and the decision to invite a given investor to participate in the Book-building Process and to submit an offer to such an investor to acquire Series ZA Shares is subject to the sole discretion of the Management Board of the Company, with the proviso that the Management Board of the Company shall exercise due diligence to offer Series ZA Shares to those Authorised Investors who fulfil the conditions set forth above.

#### § 4

Series ZA Shares may be paid for only in cash.

#### § 5

1. Series ZA Shares will be issued in the form of a document, unless generally binding rules or regulations of the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) ("NSD") on the day of issue of Series ZA Shares will obligatorily require a dematerialized form. The above should be interpreted in such a way that in each case the Management Board should exercise due diligence in order to make the investor be able to exercise all the rights from Series ZA Shares as soon as possible.
2. Series ZA Shares will be the subject of an application for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange. ("GPW") after meeting all requirements required by law or regulations of the GPW. The Management Board of the Company is obliged and authorised to take all necessary actions related to the



admission and introduction of Series ZA Shares to trading on the regulated market operated by the WSE pursuant to this resolution.

3. The Management Board of the Company is hereby authorised to conclude an agreement with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) on registration of Series ZA Shares in the depository of securities and to take any other necessary actions related to their dematerialisation.

## § 6

The Management Board of the Company is hereby authorised to take a decision on withdrawal from the execution of this resolution, suspension of its execution, withdrawal from Private Subscription within the meaning of Article 431 § 2 point 1 of the CCC or suspension of its execution at any time.

## § 7

Series ZA shares shall carry the right to dividend for a given financial year on the following terms and conditions:

- a) If Series ZA Shares are issued to the authorized persons within the period from the beginning of the financial year to the dividend date referred to in Art. 348 §2 of the Commercial Companies Code inclusive, such shares shall participate in profit from the first day of the financial year directly preceding the year in which they were issued;
- b) If Series ZA Shares are issued to the authorized persons in the period after the dividend date referred to in Art. 348 §2 of the Commercial Companies Act until the end of the financial year, the shares shall participate in the profit starting from the first day of the financial year in which they were issued.

## § 8

1. The General Meeting hereby resolves that §6 (1) of the Company's Articles of Association shall be amended to read as follows

„§ 6

*1. The share capital of the Company shall not be less than PLN 6,559,063.90 (say: six million five hundred and fifty-nine thousand sixty-three zlotys 90/100) and not more than PLN 10,130,492.30 (say: ten million one hundred thirty thousand four hundred ninety two zlotys 30/100) and shall be divided into:*

- a) 750,000 (in words: seven hundred and fifty thousand) series A shares of nominal value of PLN 0.10 (in words: ten grosz each),*
- b) 5,115,000 (in words: five million one hundred and fifteen thousand) series B shares of nominal value of PLN 0.10 (ten grosz) each,*
- c) 16,655,000 (sixteen million six hundred and fifty-five thousand) series C shares with a nominal value of 10 (ten) groszy each,*

- d) 100,000 (in words: one hundred thousand) series D shares of nominal value of PLN 0.10 (ten grosz) each,
- e) 100,000 (in words: one hundred thousand) series E shares of nominal value of PLN 0.10 (ten grosz) each,
- f) 7,406,860 (seven million four hundred and sixty thousand eight hundred and sixty) series F shares of nominal value of PLN 0.10 (ten grosz) each,
- g) 2,258,990 (two million two hundred and fifty-eight thousand nine hundred and ninety) series G shares of nominal value of PLN 0.10 each,
- h) 9,316,000 (nine million, three hundred and sixteen thousand) series H shares of nominal value of PLN 0.10 (ten grosz) each,
- i) 1,128,265 (one million one hundred and twenty-eight thousand two hundred and sixty-five) series K shares of nominal value of PLN 0.10 each,
- j) 5,117,881 (five million one hundred and seventeen thousand eight hundred and eighty-one) series L shares of nominal value of PLN 0.10 each,
- k) 12,000,000 (twelve million) series N shares of nominal value of PLN 0.10 (ten grosz) each,
- l) 91,511 (ninety one thousand five hundred and eleven) series P shares of nominal value of PLN 0.10 (ten grosz) each,
- ł) 5,000,000 series S shares of the nominal value of PLN 0.10 each,
- m) 55,316 (fifty-five thousand, three hundred and sixteen) series T shares of nominal value of PLN 0.10 (ten grosz) each,
- n) 171,750 (one hundred and seventy-one thousand, seven hundred and fifty) series R shares of nominal value of PLN 0.10 (ten grosz) each
- o) 225,750 (two hundred and twenty-five thousand seven hundred and fifty) Series U shares of nominal value of PLN 0.10 (ten grosz) each,
- p) 98,315 (ninety-eight thousand, three hundred and fifteen) series W shares of nominal value of PLN 0.10 (ten grosz) each,
- q) not less than 1 (one) and not more than 35,714,285 (thirty five million seven hundred fourteen thousand two hundred eighty five) ordinary series ZA bearer shares of nominal value of PLN 0.10 (ten grosz) each.

2. The General Meeting hereby resolves to delete § 6a - § 6c of the Company's Articles of Association.
3. The existing § 6d shall be marked as § 6a of the Articles of Association of Work Service Spółka Akcyjna.
4. The existing § 6e shall be marked as § 6b of the Articles of Association of Work Service Spółka Akcyjna and given the following new wording:

§ 6b

*In relation to the matters referred to in:*

*1) § 6a above the conditional increase of the share capital by the amount not greater than PLN 29,100 (twenty-nine thousand one hundred zlotys) through the issue of not more than 291,000 (in words: two hundred and ninety-one thousand) ordinary bearer shares of series Y, for which the issue of (within the meaning of Article 451 §2, second sentence, of the Polish Commercial Companies Code) of these shares shall be held by persons entitled under the series F Subscription Warrants, together with their dematerialisation;*

*- the nominal value of the conditional increase in the Company's share capital amounts in total to PLN 29,100 (twenty-nine thousand one hundred zlotys).*

## **§ 9**

Acting pursuant to Art. 430 §5 of the Commercial Companies Code, the Extraordinary General Shareholders Meeting hereby authorizes the Company's Supervisory Board to prepare the consolidated text of the Company's Articles of Association, taking into account the amendments introduced by this resolution.

## **§ 10**

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

### **JUSTIFICATION OF THE ABOVE RESOLUTION**

The increase in the share capital through the issuance of Series ZA Shares is a result of actions taken by the Management Board of the Company to enable the Company to obtain financing in order to implement a long-term strategy of the Work Service Capital Group based on a long-term increase in the Company's value through strengthening the Company's leading market position in the personnel services industry in Poland.

The resolution presented by the Company constitutes one of the possible variants of financing the conducted activity of the Company and its Capital Group, with the reservation that the Management Board jointly intends to acquire no more than PLN 50,000,000 regardless of the finally chosen variant or variants of the issue of securities proposed for adoption at the Extraordinary General Meeting. The Company expects that it will be able to obtain up to PLN 50,000,000 by directing the issue to the largest shareholders of the Company (holding more than 0.25% of the total number of votes as at the date of registration for the Extraordinary General Meeting of the Company) and bondholders of bonds which would be issued on the basis of a resolution on the issue of bonds convertible into series Z shares and a conditional share capital increase through the issue of series Z shares, the complete exclusion of pre-emptive rights to convertible bonds and series Z shares, and on the amendment of the articles of association, if such resolution is adopted, as well as to other investors, if the shareholders or bondholders do not exercise or make limited use of their priority rights. The issue in question will be conducted in the private placement mode, enabling a relatively quick recapitalization of the Company, which distinguishes it from the issue with pre-emptive rights, which will require the preparation and publication of a prospectus in connection with

the offering of shares, as well as its approval in the course of administrative proceedings before the Polish Financial Supervision Authority.

Draft of Attachment No. 1 to Resolution No. 4/2019 of of the Extraordinary General Meeting of "Work Service" Spółka Akcyjna dated 8 October 2019:

***Opinion of the Management Board***

***"Work Service" Spółka Akcyjna***

***of 8 October 2019***

***justifying the deprivation of the existing shareholders of the pre-emptive right to acquire Series ZA Shares in full and the determination of the issue price of Series ZA Shares***

On 8 October, 2019 an Extraordinary General Meeting of Shareholders of "Work Service" Spółka Akcyjna ("**Company**") was convened in order to adopt, among others, a resolution on increasing the Company's share capital by the amount not lower than PLN 0.10 (ten groszy) but not higher than PLN 3,571,428.50 (three million five hundred seventy one thousand four hundred twenty eight 50/100 zlotys) through the issue of not less than 1 (one) and not more than 35,714,285 (thirty five million seven hundred fourteen thousand two hundred eighty five) ordinary series ZA bearer shares of a nominal value of PLN 0.10 (ten groszy) each ("**Series ZA Shares**") with the total exclusion of the pre-emptive rights of the existing shareholders.

The increase of the share capital through the issuance of Series ZA Shares is a result of actions taken by the Management Board of the Company allowing the Company to obtain financing in order to realize the long-term strategy of the Work Service Capital Group which is based on the long-term growth of the Company's goodwill through strengthening the Company's leading market position in the personal services sector in Poland.

The resolution presented by the Company constitutes, apart from the issuance with pre-emptive rights, one of the possible variants of financing the activities conducted by the Company and its Capital Group, which also complements the issue of bonds convertible into Z-series shares proposed by the Company. In this way, the Company expects to be able to acquire up to PLN 50,000,000 by directing the issue to the largest shareholders of the Company (holding more than 0.25% of the total number of votes as at the date of registration for the Extraordinary General Meeting of the Company) and bondholders of bonds which would be issued on the basis of a resolution on the issue of bonds convertible into Z-series shares and a conditional increase in the share capital through the issue of Z-series shares, the exclusion in full of pre-emptive rights to convertible bonds and Z-series shares, and on amending the Articles of Association, if such a resolution is adopted, and to other investors, provided that shareholders or bondholders do not exercise or exercise limited right of priority. The issuance in question will be conducted in the private subscription mode, enabling a relatively quick recapitalization of the Company, which distinguishes it from the issuance with pre-emptive rights, which will require the preparation and publication of a prospectus

generating costs, as well as its approval in the mode of administrative proceedings before the Polish Financial Supervision Authority. Therefore, it should be assumed that in the current situation of the Company, the possibility of financing the Company's activity up to the amount of PLN 50,000,000 through the issue of Series ZA Shares through private subscription justifies the complete exclusion of the pre-emptive right of shareholders.

Simultaneously, in respect of the determination of the issue price, it should be pointed out that the issue price will be determined by the Management Board of the Company with the consent of the Supervisory Board given in accordance with the Company's Statute. While determining the issue price of Series ZA Shares, the Company's Management Board will be guided by the interest of the Company, aiming to obtain the highest possible price of Series ZA Shares, while assuming maximisation of proceeds from the issue of Series ZA Shares.

Considering the above, the Management Board of the Company considers that the deprivation of the existing shareholders of the pre-emptive right to acquire Series ZA Shares is economically justified and constitutes an interest of the Company taking into account the results of the book building process. Consequently, the Management Board of the Company recommends that the Extraordinary General Meeting of the Company should vote in favour of adopting a resolution on increasing the share capital through the issuance of Series ZA Shares, excluding the pre-emptive rights of the existing shareholders of the Company.

Draft of the Resolution to Item 7 of the agenda

**Resolution No. 5/2019**  
**Extraordinary General Meeting of Shareholders.**  
**„Work Service” Spółka Akcyjna**  
**of 8 October 2019**

**on increasing the company's share capital through the issue of new shares, public offering of new issue shares, determining the date of pre-emptive rights to new issue shares as at 8 February 2020, dematerialization and applying for admission of pre-emptive rights, rights to shares and new issue shares to trading on the regulated market of the Warsaw Stock Exchange, and amending the company's articles of association, as well as authorizing the Supervisory Board to determine the uniform text of the company's articles of association.**

Acting pursuant to Articles 430, 431, 432, 433 and 436 of the Commercial Companies Code ("CCC"), Article 5 of the Act on Trading in Financial Instruments ("**Act on Trading**"), Article 27 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies ("**Act on Public Offering**") and § 10.1.f of the Company's Articles of Association, the Extraordinary General Meeting of Work Service Spółka Akcyjna with its registered office in Wrocław ("**Company**") hereby resolves as follows:

1. The Company's share capital shall be increased by the amount not lower than PLN 0.10 (ten grosz) and not higher than PLN 6,575,388.80 (six million five hundred and seventy-five thousand three hundred and eighty-eight 80/100) through the issue of not less than 1 (one) and not more than 65,753,888 (sixty-five million seven hundred and fifty-three thousand eight hundred and eighty-eight) ordinary series ZB bearer shares with a par value of PLN 0.10 (ten grosz) per share ("**New Issue Shares**").
2. The New Issue Shares will be issued in a closed subscription within the meaning of Article 431 § 2 point 2 of the CCC, conducted by way of a public offering within the meaning of Article 2 letter d of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in connection with a public offering of securities or their admission to trading on a regulated market and repealing Directive 2003/71/EC ("**Regulation 2017/1129**").
3. The New Issue Shares shall carry dividend rights as of 1 January 2020 on an equal footing with the Company's other shares.
4. New Issue Shares may be paid for only in cash.

## § 2

1. The day 8 February 2020 shall be set as the day of pre-emptive rights to New Issue Shares within the meaning of Art. 432 § 2 of the Commercial Companies Code (the "**Pre-emptive Rights Date**").
2. The Company's shareholders holding the Company's shares at the end of the Pre-emptive Right Day shall be entitled to pre-emptive rights to New Issue Shares, with each 1 (one) Company share held at the end of the Pre-emptive Right Day shall entitle the Company's shareholder to 1 (one) pre-emptive right (the "**Pre-emptive Right**").
3. The number of New Issue Shares to be acquired by 1 (one) Subscription Right shall be determined by dividing the number of New Issue Shares determined by the Company's Management Board in accordance with § 3 section 1 letter (b) of this Resolution by the total number of Subscription Rights. The final number of New Issue Shares allocated to a person who subscribed for New Issue Shares in exercise of Pre-emptive Rights shall be determined by multiplying the number of Pre-emptive Rights covered by all valid subscriptions submitted by that person by the number of New Issue Shares to which 1 (one) Pre-emptive Right shall be entitled, and then by rounding off the product obtained in this way down to the nearest whole number.
4. Shareholders with pre-emptive rights will also be able, pursuant to Art. 436 § 2 of the Commercial Companies Code, to place an additional subscription order for New Issue Shares at the time of exercising pre-emptive rights if the pre-emptive rights are not exercised by the other shareholders. The New Issue Shares covered by the additional subscription orders referred to in the preceding sentence shall be allotted to the shareholders pro rata to their additional subscription orders.
5. The date on which the Pre-emptive Right may be exercised shall be specified in the New Issue Shares prospectus drawn up for the purposes of the public offering of New Issue Shares referred to in § 1.2 of this Resolution and in the application for admission and introduction of Pre-emptive Rights, rights to New Issue Shares ("**Rights to Shares**") and

New Issue Shares to trading on the regulated market operated by the Warsaw Stock Exchange ("**WSE**") ("**Prospectus**").

6. The New Shares not subscribed for under the procedure set out in sections 3 and 4 above shall be allotted by the Company's Management Board at its discretion, but at a price not lower than the issue price determined pursuant to § 3 section 1 letter (c) of this Resolution.

### § 3

1. The General Meeting hereby authorizes the Management Board of the Company to:
  - a) determine, pursuant to Art. 432 § 4 of the Commercial Companies Code, the final amount by which the Company's share capital is to be increased, however, such determined amount may not be lower than the minimum amount or higher than the maximum amount specified in § 1 (1) of this Resolution, and thus determine the final number of New Issue Shares offered; if the Management Board does not exercise this right, the number of New Issue Shares offered in the public offering shall be the maximum number of New Issue Shares specified in § 1 sec.1 of this Resolution;
  - b) determine the issue price of the New Issue Shares with the consent of the Supervisory Board expressed in accordance with the Company's Articles of Association, assuming maximum proceeds from the issue of the New Issue Shares;
  - c) determining the number of Pre-emptive Rights entitling to take up one New Issue Share.
2. The General Meeting hereby authorizes the Company's Management Board to take all actions related to the increase of the Company's share capital on the basis of this Resolution, the issue and offer of New Issue Shares and the application for admission and introduction of Pre-emptive Rights, Rights to Shares and New Issue Shares to trading on the regulated market operated by the Warsaw Stock Exchange, in particular to the Warsaw Stock Exchange:
  - a) offer New Issue Shares in a public offering;
  - b) determine detailed conditions for subscription and allotment of New Issue Shares, including opening and closing dates for subscription of New Issue Shares, establishing rules for subscription and allotment of New Issue Shares (including rules for rounding off the number of New Issue Shares allotted to a person who subscribed for the exercise of Pre-emptive Rights) and rules for allotment and subscription of New Issue Shares, which will not be covered by the exercise of Pre-emptive Rights or additional subscriptions referred to in Art. 436 § 2 of the Polish Companies Act;
  - c) apply to the Polish Financial Supervision Authority for approval of the Prospectus;
  - d) concluding agreements to secure the success of the issue and offering of New Issue Shares, both for a fee and free of charge, including a placement agreement or issue guarantee agreement within the meaning of the Polish Act on Public Offering.
3. The General Meeting hereby authorizes the Management Board of the Company to:
  - a) take a decision on withdrawal from or suspension of the execution of this Resolution;
  - b) making a decision on abandonment of the public offering of New Issue Shares;
  - c) decide to suspend the public offering of New Issue Shares; however, in the event of a decision to suspend the public offering of New Issue Shares, the Company's Management Board may not indicate a new date for undertaking the public offering

of New Issue Shares, which may be indicated and made public by the Company's Management Board at a later date.

#### § 4

1. The General Meeting hereby decides on dematerialization, within the meaning of the provisions of the Act on Trading:
  - a) 65,753,888 (sixty-five million, seven hundred and fifty-three thousand, eight hundred and eighty-eight) Pre-emptive Rights;
  - b) not more than 65,753,888 (sixty-five million, seven hundred and fifty-three thousand, eight hundred and eighty-eight) Rights to Shares;
  - c) not more than 65,753,888 (sixty-five million, seven hundred and fifty-three thousand, eight hundred and eighty-eight) New Issue Shares.
2. The General Meeting hereby authorises the Management Board of the Company to conclude a contract with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.). ("NDS"), the agreement for registration of Pre-emptive Rights, Rights to Shares and New Issue Shares specified in section 1 above in the depository of securities maintained by the NDS and taking any other actions related to their dematerialization.
3. The General Meeting hereby resolves that the Company will apply for admission and introduction to trading on the regulated market operated by the WSE:
  - a) 65,753,888 (sixty-five million, seven hundred and fifty-three thousand, eight hundred and eighty-eight) Pre-emptive Rights;
  - b) not more than 65,753,888 (sixty-five million, seven hundred and fifty-three thousand, eight hundred and eighty-eight) Rights to Shares;
  - c) not more than 65,753,888 (sixty-five million, seven hundred and fifty-three thousand, eight hundred and eighty-eight) New Issue Shares.
4. The General Meeting hereby authorizes the Company's Management Board to take all actions related to the application for admission and introduction of Pre-emptive Rights, Rights to Shares and New Issue Shares referred to in section 1 above to trading on the regulated market operated by the WSE.

#### § 5

1. The General Meeting hereby resolves that § 6(1) of the Company's Articles of Association in their present wording:

#### „§ 6

1. *The share capital of the Company amounts to 6,575,388.80 (in words: six million five hundred and seventy-five thousand three hundred and eighty-eight 80/100) and is divided into*
  - a) *750,000 (in words: seven hundred and fifty thousand) series A shares of nominal value of PLN 0.10 (in words: ten grosz each),*
  - b) *5,115,000 (in words: five million one hundred and fifteen thousand) series B shares of nominal value of PLN 0.10 (ten grosz) each,*



- c) 16,655,000 (sixteen million six hundred and fifty-five thousand) series C shares of nominal value of PLN 0.10 (ten grosz) each,
- d) 100,000 (in words: one hundred thousand) series D shares of nominal value of PLN 0.10 (ten grosz) each,
- e) 100,000 (in words: one hundred thousand) series E shares of nominal value of PLN 0.10 (ten grosz) each,
- f) 7,406,860 (seven million four hundred and sixty thousand eight hundred and sixty) series F shares of nominal value of PLN 0.10 (ten grosz) each,
- g) 2,258,990 (two million two hundred and fifty-eight thousand nine hundred and ninety) series G shares of nominal value of PLN 0.10 each,
- h) 9,316,000 (nine million, three hundred and sixteen thousand) series H shares of nominal value of PLN 0.10 (ten grosz) each,
- i) 1,128,265 (one million one hundred and twenty-eight thousand two hundred and sixty-five) series K shares of nominal value of PLN 0.10 each,
- j) 5,117,881 (five million one hundred and seventeen thousand eight hundred and eighty-one) series L shares of nominal value of PLN 0.10 each,
- k) 12,000,000 (twelve million) series N shares of nominal value of PLN 0.10 (ten grosz) each,
- l) 91,511 (ninety one thousand five hundred and eleven) series P shares of nominal value of PLN 0.10 (ten grosz) each,
- ł) 5,000,000 series S shares of the nominal value of PLN 0.10 each,
- m) 55,316 (fifty-five thousand, three hundred and sixteen) series T shares of nominal value of PLN 0.10 (ten grosz) each,
- n) 171,750 (one hundred and seventy-one thousand, seven hundred and fifty) series R shares of nominal value of PLN 0.10 (ten grosz) each
- o) 225,750 (two hundred and twenty-five thousand seven hundred and fifty) Series U shares of nominal value of PLN 0.10 (ten grosz) each,
- p) 98,315 (ninety-eight thousand, three hundred and fifteen) series W shares of nominal value of PLN 0.10 (ten grosz) each,
- q) 163,250 (one hundred and seventy-one thousand, seven hundred and fifty) series R shares of nominal value of PLN 0.10 (ten grosz) each

is amended to read as follows:

„§ 6

1. The share capital of the Company shall not be less than PLN 6.575.388,90 (say: six million five hundred and fifty-nine thousand sixty-three zlotys 90/100) and not more than PLN 13.150.777,60 (thirteen million one hundred fifty thousand seven hundred seventy seven zlotys 60/100) and shall be divided into:

- a) 750,000 (in words: seven hundred and fifty thousand) series A shares of nominal value of PLN 0.10 (in words: ten grosz each),
  - b) 5,115,000 (in words: five million one hundred and fifteen thousand) series B shares of nominal value of PLN 0.10 (ten grosz) each,
  - c) 16,655,000 (sixteen million six hundred and fifty-five thousand) series C shares of nominal value of PLN 0.10 (ten grosz) each,
  - d) 100,000 (in words: one hundred thousand) series D shares of nominal value of PLN 0.10 (ten grosz) each,
  - e) 100,000 (in words: one hundred thousand) series E shares of nominal value of PLN 0.10 (ten grosz) each,
  - f) 7,406,860 (seven million four hundred and sixty thousand eight hundred and sixty) series F shares of nominal value of PLN 0.10 (ten grosz) each,
  - g) 2,258,990 (two million two hundred and fifty-eight thousand nine hundred and ninety) series G shares of nominal value of PLN 0.10 each,
  - h) 9,316,000 (nine million, three hundred and sixteen thousand) series H shares of nominal value of PLN 0.10 (ten grosz) each,
  - i) 1,128,265 (one million one hundred and twenty-eight thousand two hundred and sixty-five) series K shares of nominal value of PLN 0.10 each,
  - j) 5,117,881 (five million one hundred and seventeen thousand eight hundred and eighty-one) series L shares of nominal value of PLN 0.10 each,
  - k) 12,000,000 (twelve million) series N shares of nominal value of PLN 0.10 (ten grosz) each,
  - l) 91,511 (ninety one thousand five hundred and eleven) series P shares of nominal value of PLN 0.10 (ten grosz) each,
- t) 5,000,000 series S shares of the nominal value of PLN 0.10 each,
  - m) 55,316 (fifty-five thousand, three hundred and sixteen) series T shares of nominal value of PLN 0.10 (ten grosz) each,
  - n) 171,750 (one hundred and seventy-one thousand, seven hundred and fifty) series R shares of nominal value of PLN 0.10 (ten grosz) each
  - o) 225,750 (two hundred and twenty-five thousand seven hundred and fifty) Series U shares of nominal value of PLN 0.10 (ten grosz) each,
  - p) 98,315 (ninety-eight thousand, three hundred and fifteen) series W shares of nominal value of PLN 0.10 (ten grosz) each,
  - q) 163,250 (one hundred and seventy-one thousand, seven hundred and fifty) series R shares of nominal value of PLN 0.10 (ten grosz) each
  - r) not less than 1 (one) and not more than 65,753,888 (sixty-five million,

*seven hundred and fifty-three thousand, eight hundred and eighty-eight) ordinary series ZB bearer shares of nominal value of PLN 0.10 (ten grosz) each.*

2. The General Meeting hereby deletes § 6a - § 6e of the Company's Articles of Association.
3. The final amount by which the Company's share capital is to be increased, provided that the sum so determined cannot be lower than the minimum amount or higher than the maximum amount specified in § 1 (1) of this Resolution, the amount of the share capital subscribed for and the wording of § 6 of the Company's Articles of Association will be determined by the Company's Management Board pursuant to Art. 432 §4 of the Commercial Companies Code, and in the form of a notarial deed pursuant to Art. 431 §7 of the Commercial Companies Code in connection with Art. 310 of the Commercial Companies Code, by way of a declaration on the amount of share capital subscribed for after the allotment of New Issue Shares.
4. The General Meeting hereby authorizes the Company's Supervisory Board to determine the uniform text of the Company's Articles of Association, taking into account the changes resulting from the provisions of this Resolution.

## **§ 6**

This Resolution shall come into force upon its adoption and, with respect to amendments to the Company's Articles of Association, on the date of registration of such amendments by the registry court.

### JUSTIFICATION OF THE ABOVE RESOLUTION

The increase in the share capital through the issuance of New Issue Shares is a result of actions taken by the Management Board of the Company to enable the Company to obtain financing in order to implement a long-term strategy of the Work Service Capital Group based on a long-term increase in the Company's value through strengthening the Company's leading market position in the personnel services industry in Poland.

The resolution presented by the Company constitutes one of the possible variants of financing the conducted activity of the Company and its Capital Group, with the reservation that the Management Board jointly intends to acquire no more than PLN 50,000,000 regardless of the finally chosen variant or variants of the issue of securities proposed for adoption at the Extraordinary General Meeting. The Company expects that it will be able to obtain up to PLN 50,000,000 by directing the issue to the existing shareholders of the Company. The New Issue Shares will be issued in a closed subscription within the meaning of Article 431 § 2 point 2 of the CCC, carried out by way of a public offering within the meaning of Article 2 letter d of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in connection with a public offering of securities or their admission to trading on a regulated market and repealing Directive 2003/71/EC.

