

Attachment No. 2 – draft resolutions to be discussed at the EGM**To Agenda Item 2:**

Resolution No. 1
of the Extraordinary General Meeting of the company: "WORK SERVICE" S.A.
with its registered office in Wrocław dated 6 October 2021
on the election of the Chairman of the General Meeting.

§ 1

The Extraordinary General Meeting of the Company decides to elect [●] as Chairman of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.

To Agenda Item 4:

Resolution No. 2
of the Extraordinary General Meeting of the company: "WORK SERVICE" S.A.
with its registered office in Wrocław dated 6 October 2021
on the adoption of the agenda.

§ 1.

The Extraordinary General Meeting of the Company hereby adopts the following agenda:

1. Opening of the Extraordinary General Meeting,
2. Election of the Chairman of the Extraordinary General Meeting;
3. Statement that the Extraordinary General Meeting was duly convened and is capable of adopting resolutions;
4. Adoption of the agenda;
5. Adoption of a resolution on revoking Resolution No. 5 of the Extraordinary General Meeting of the Company dated 22 July 2021 regarding: (i) increase of the Company's share capital through the issue of new ordinary series X bearer shares; (ii) exclusion of pre-emptive rights of the existing shareholders to all new issue Series X shares, (iii) application for admission and introduction of new issue Series X shares to trading on the regulated market of the Warsaw Stock Exchange, and (iv) amendments to the Company's Articles of Association;
6. Adoption of a resolution regarding (i) increase of the Company's share capital through the issue of new ordinary series X bearer shares; (ii) exclusion of pre-emptive rights of the existing shareholders to all new issue Series X shares, (iii) application for admission and introduction of new issue Series X shares to trading on the regulated market of the Warsaw Stock Exchange,

- and (iv) amendments to the Company's Articles of Association;
7. Adoption of a resolution on amendments to the Articles of Associations of the Company;
 8. Free motions; and
 9. Closing of the Extraordinary General Meeting.

§ 2.

The resolution comes into force upon its adoption.

To Agenda Item 5:

Resolution No. 3
of the Extraordinary General Meeting of the company: "WORK SERVICE" S.A.
with its registered office in Wrocław dated 6 October 2021
on revoking Resolution No. 5 of the Extraordinary General Meeting of the Company dated
22 July 2021 regarding: (i) increase of the Company's share capital through the issue of new
ordinary series X bearer shares; (ii) divesting of all pre-emptive rights of the existing
shareholders to all new issue series X shares, (iii) application for admission and introduction
of new issue series X shares to trading on the regulated market of the Warsaw Stock
Exchange in Warsaw S.A., and (iv) amendments to the Company's Articles of Association

§ 1.

The Extraordinary General Meeting of the Company hereby revokes resolution No. 5 of the Extraordinary General Meeting of the Company dated 22 July 2021 regarding: (i) increase of the Company's share capital through the issue of new ordinary series X bearer shares; (ii) divesting of all pre-emptive rights of the existing shareholders to all new issue series X shares, (iii) application for admission and introduction of new issue series X shares to trading on the regulated market of the Warsaw Stock Exchange in Warsaw S.A., and (iv) amendments to the Company's Articles of Association.

§ 2.

The resolution comes into force upon its adoption.

To Agenda Item 6:

Resolution No. 4
of the Extraordinary General Meeting of the company: "WORK SERVICE" S.A.
with its registered office in Wrocław dated 6 October 2021
on revoking Resolution No. 5 of the Extraordinary General Meeting of the Company dated

22 July 2021 regarding: (i) increase of the Company's share capital through the issue of new ordinary series X bearer shares; (ii) divesting of all pre-emptive rights of the existing shareholders to all new issue series X shares, (iii) application for admission and introduction of new issue series X shares to trading on the regulated market of the Warsaw Stock Exchange in Warsaw S.A., and (iv) amendments to the Company's Articles of Association

§1.

The Extraordinary General Meeting of the Company, acting pursuant to art. 430, 431 § 2 item 1, art. 431 § 7 in connection with art. 310 and 432 of the Commercial Companies Code ("CCC"), art. 5 of the Act on Trading in Financial Instruments and § 10 section 1 letter f of the Company's Articles of Association, hereby resolves as follows:

1. The Company's share capital shall be increased from PLN 6,575,388.80 by an amount not less than PLN 0.10 and not more than PLN 7,673,394.50, i.e. shall not be lower than PLN 6,575,388.90 and not higher than PLN 14,248,783.30.
2. The increase referred to in sec. 1 above shall be effected through the issue of not less than 1 and not more than 76,733,945 new Series X ordinary bearer shares with a par value of PLN 0.10 (ten groszy) per share ("**Series X Shares**").
3. The issue price per Series X Share shall be PLN 1.45 (one zloty 45/100) ("**Issue Price**").
4. No special rights shall be attached to Series X Shares.
5. The Series X Shares shall have no documentary form and shall be dematerialized pursuant to the applicable laws, including in particular the provisions of the CCC and the Act on Trading in Financial Instruments of 29 July 2005.
6. The Series X Shares shall carry dividend rights as of the distribution of the net profit for the financial year ending on 31 December 2021, i.e. as of 1 January 2021.
7. The Series X Shares shall be the subject of an application for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange in Warsaw S.A. (*pol. Giełda Papierów Wartościowych w Warszawie S.A.*) ("**WSE**"), in the event that all the requirements under the laws and regulations of the WSE are met.
8. The Series X Shares shall be acquired for cash contributions.
9. The issue of Series X Shares shall be effected through a private placement, within the meaning of Art. 431 § 2 item 1 of the CCC, conducted by way of a public offering exempt from the obligation to publish a prospectus within the meaning of applicable laws, or another information or offering document for the purpose of such offering, addressed exclusively to selected investors who have been designated by the Company's Management Board, subject to sections 13 and 14 hereof, as meeting the following criteria specified in this resolution ("**Eligible Investors**"):
 - a) hold, as of the record date for this General Meeting of the Company, more than 0.05% of the total voting power of the Company;
 - b) have been designated by the Company's Management Board, subject to sections 13 and 14 of this resolution, to be invited to participate in the book-building process in a number of less than 150 persons and thus were invited to submit declarations of interest to acquire Series X Shares.
10. In order to participate in the issue of Series X Shares, the Eligible Investors shall be invited to submit declarations of interest in acquiring Series X Shares as part of the book-building process, subject to the terms and conditions set forth in this resolution and the terms and conditions announced by the Management Board (the "**Book-building Process**").

11. The final amount of the Company's share capital increase within the limits set forth in this resolution, pursuant to Art. 310 § 2 in conjunction with Art. 431 § 7 of the CCC, shall be determined following the private placement, as a result of allotment of the Series X Shares, duly subscribed and paid up, by way of a statement of the Management Board in the form of a notarial deed on the amount of the Company's share capital to be paid up issued before the increase in the Company's share capital is entered in the register of entrepreneurs of the National Court Register.
12. The Company's Management Board is hereby authorized to:
 - a) determine the detailed rules for the offering of Series X Shares, including inter alia the drawing up of the list of Eligible Investors who meet the criteria for participation in the Book-building Process and will take part in it (the Eligible Investors so selected shall be hereinafter referred to as the "**Book-building Participants**"), to whom invitations to submit declarations of interest to acquire Series X Shares will be delivered and with whom agreements to acquire Series X Shares will be executed (the "**Subscription Rules**");
 - b) determine, subject to sub-paragraph 2, the number of Series X Shares, if any, to be offered to the Book-building Participants upon completion of the Book-building Process, whereby:
 - (i) In particular, the Subscription Rules will provide that the Eligible Investors will have priority in acquiring Series X Shares in the number corresponding to the product of:
 - the ratio of the number of the Company's shares held as of the date of registration of attendance at this Extraordinary General Meeting of the Company, indicated in the confirmation document or in the list of Authorized Investors entitled to attend this Extraordinary General Meeting, to the number representing the sum of all existing shares of the Company as of the date of this Extraordinary General Meeting of the Company; and
 - the final number of Series X Shares to be offered to the Book-building Participants, as determined by the Management Board; however, if the number of Series X Shares so determined attributable to a given Eligible Investor is not a whole number, it shall be rounded down to the nearest whole number ("**Preference in Acquiring Series X Shares**");
 - (ii) In order for the Eligible Investor to take advantage of the Preference in Acquiring Series X Shares to subscribe for Series X Shares, the Eligible Investor must satisfy the following additional conditions in a manner deemed appropriate by the Management Board of the Company (the "**Preference in Acquiring Right Conditions**"):
 - upon prior invitation by the Company's Management Board, (1) presentation in the Book-building Process of a document confirming that such investor was a shareholder of the Company as at the record date for this Extraordinary General Meeting of the Company entitled to exercise at least the number of votes specified in section 9 item a) above at the Company's general meeting of shareholders, and (2) submission by such investor in the Book-building Process of a declaration of interest in acquiring Series X Shares at the Issue Price; and
 - conclusion with the Company an agreement to subscribe for the offered Series X Shares at the Issue Price.

- c) set the dates for submission of declarations of interest to acquire Series X Shares and for concluding agreements to acquire shares between the Company and the entities to which the Management Board sends invitations to submit declarations of interest to acquire Series X Shares in private placement, provided that the agreements to acquire Series X Shares may be concluded by the Company no later than within 6 (six) months of the date of passing this resolution;
 - d) take all actions connected with the share capital increase referred to in this resolution, including all actions necessary to offer Series X Shares by way of private placement within the meaning of Art. 431 § 2 item 1 of the CCC;
 - e) decide to waive the execution of this resolution, suspend its execution, withdraw from the private placement within the meaning of 431 § 2 item 1 of the CCC or suspend its execution at any time;
 - f) to make, pursuant to art. 310 § 2 in connection with art. 431 § 7 of the CCC, a statement in a form of a notarial deed on the amount of subscribed share capital pursuant to this resolution;
 - g) take all necessary factual and legal actions related to the admission and introduction of Series X Shares to trading on the regulated market of the WSE in accordance with this resolution;
 - h) conclude with the Krajowy Depozyt Papierów Wartościowych S.A. with registered office in Warsaw ("**NDS**") an agreement for registration of Series X Shares with the depository for securities and perform all necessary factual and legal actions connected with their dematerialization and registration with the depository operated by NDS.
13. The determination whether the Eligible Investor meets the following conditions set forth in this resolution: (i) the conditions for recognition as an Eligible Investor; and (ii) the Preference in Acquiring Right Conditions, and taking a decision on inviting such investor to participate in the book-building process and inviting such investor to submit the declaration of interest to acquire Series X Shares, shall be at the sole discretion of the Company's Management Board, provided The Company's Management Board shall use its best efforts to offer Series X Shares to those Eligible Investors who benefit from the Preference in Acquiring Series X Shares right, if the settlement of the subscription of Series X Shares in favour of such Eligible Investor can be technically completed within the time limit specified by the Company's Management Board.
14. The foregoing provisions do not limit the right of the Management Board of the Company to offer the remaining Series X Shares not taken up in exercise of the Preference in Acquiring Series X Shares at its own discretion to the Eligible Investors at the Issue Price. In any event, the total number of Eligible Investors who will be offered the opportunity to acquire Series X Shares shall not exceed 149.

§2.

1. Pursuant to Art. 433.2 of the Polish Companies Act, in the Company's interest, its existing shareholders shall be entirely deprived of pre-emptive rights to Series X Shares.
2. A written opinion of the Company's Management Board justifying waiver of the existing shareholders' pre-emptive rights to Series X Shares and specifying the issue price of Series X Shares has been presented to the Extraordinary General Meeting of the Company and constitutes an appendix to this resolution.

§3.

1. The Extraordinary General Meeting of the Company hereby decides to amend the current § 6 section 1 of the Company's Articles of Association by giving it a new, following wording:

“§ 6

1. *The Company's share capital amounts to the amount not lower than PLN 6,575,388.90 and not higher than PLN 14,248,783.30 and is divided into:*
 - a) *750,000 (in words: seven hundred and fifty thousand) series A shares with a nominal value of PLN 0.10 (in words: ten groszy) each,*
 - b) *5,115,000 (in words: five million one hundred and fifteen thousand) series B shares with a nominal value of 10 (ten) groszy each,*
 - c) *16,655,000 (sixteen million six hundred and fifty-five thousand) series C shares with a par value of PLN 0.10 (ten) groszy each,*
 - d) *100,000 (in words: one hundred thousand) series D shares with a nominal value of 10 (ten) groszy each,*
 - e) *100,000 (in words: one hundred thousand) series E shares with a nominal value of 10 (ten) groszy each,*
 - f) *7,406,860 (seven million four hundred six thousand eight hundred sixty) series F shares with a nominal value of 10 (ten) groszy each,*
 - g) *2,258,990 (two million two hundred and fifty-eight thousand nine hundred and ninety) series G shares with a nominal value of ten (10) cents each, -*
 - h) *9,316,000 (nine million three hundred sixteen thousand) series H shares with a par value of PLN 0.10 (ten groszy) each,*
 - i) *1,128,265 (one million one hundred and twenty-eight thousand two hundred and sixty-five) series K shares with a nominal value of ten (10) cents each,*
 - j) *5,117,881 (five million one hundred and seventeen thousand eight hundred and eighty-one) series L shares with a nominal value of ten (10) cents each,*
 - k) *12,000,000 (twelve million) series N shares with a nominal value of 10 (ten) groszy each,*
 - l) *91,511 (ninety one thousand five hundred and eleven) series P shares with a nominal value of ten (10) cents each,*
 - ł) *5,000,000 series S shares with a par value of PLN 0.10 (ten grosz) each,*
 - m) *55,316 (fifty-five thousand three hundred and sixteen) series T shares with a par value of PLN 10 (ten) each,*
 - n) *171,750 (one hundred and seventy-one thousand seven hundred and fifty) series R shares with a nominal value of 10 (ten) cents each,*
 - o) *225,750 (two hundred and twenty-five thousand, seven hundred and fifty) Series U shares, with a par value of PLN 0.10 (ten grosz) per share,*
 - p) *98,315 (ninety-eight thousand three hundred and fifteen) series W shares with a nominal value of ten (10) groszy each,*
 - q) *163.250 (one hundred sixty three thousand two hundred fifty) series Y shares with a nominal value of ten (10) groszy each,*
 - r) *not less than 1 and not more than 76,733,945 series X shares with a par value of ten (10) groszy each. ”*
2. The Extraordinary General Meeting of the Company hereby decides to delete the existing § 6a - § 6e of the Company's Articles of Association.

§4.

The Company's Supervisory Board is hereby authorized to determine the consolidated text of the Company's Articles of Association, taking into account the amendments resulting from this resolution.

§5.

The resolution shall come into force upon its adoption; whereas, the amendment to the Company's Articles of Association shall be effective upon its entry in the Register of Entrepreneurs of the National Court Register.

To Agenda Item 7:

**Resolution No. 5
of the Extraordinary General Meeting of the company: "WORK SERVICE" S.A.
with its registered office in Wrocław dated 6 October 2021
on amendments to the Company's Articles of Association.**

§1.

The Extraordinary General Meeting of the Company hereby decides to amend the current § 1 of the Company's Articles of Association by giving it a new, following wording:

“§ 1

The business name of the Company shall be: “GI GROUP” Spółka Akcyjna.”

§2.

The Extraordinary General Meeting of the Company hereby decides to amend the existing § 2 of the Company's Articles of Association by giving it a new, following wording:

“§ 2

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

§3.

The Extraordinary General Meeting of the Company hereby decides to amend the existing § 3 of the Company's Articles of Association by giving it a new, following wording:

“§ 3

The registered seat of the Company shall be Warsaw.”

§4.

The Company's Supervisory Board is hereby authorized to determine the consolidated text of the Company's Articles of Association, taking into account the amendments resulting from this resolution.

§5.

The resolution shall come into force upon its adoption; whereas, the amendment to the Company's Articles of Association shall be effective upon its entry in the Register of Entrepreneurs of the National Court Register.