

Appendix no 1 to the current report no 27/2018 – drafts of the resolutions:

**Resolution no 28/2018
of Ordinary General Meeting of “WORK SERVICE” S.A.
dated 29th June 2018**

on the amendment of § 1 point I sec. 1, point II sec. 1, point III sec. 2, 4 and 5 and point IV sec. 3 (iv) of the of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a new wording.

§ 1.

The Ordinary General Meeting repeals §1 point I sec. 1 of the of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

„1. The Program is a 5-year program established for the years 2013-2017, with the condition that if in one of the years indicated above no warrants will be issued, these not issued warrants will be issued in 2018-2021.”

§ 2.

The Ordinary General Meeting repeals §1 point II sec. 1 of the of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

„1. Members of the Management Board specified in the resolution of the Supervisory Board and key members of the management Staff will be entitled to participate in the Program („Key Authorized Managers”).

§ 3.

The Ordinary General Meeting repeals §1 point III sec. 2, 4 and 5 of the of the Resolution no 24/2013 of the Ordinary General Meeting of “WORK SERVICE” S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in “WORK SERVICE” S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

“2. Warrants that were issued in 2014-2018 will be converted into shares on June 30, 2018, and warrants that were issued in 2019 - 2021 will be converted into shares on June 30, 2021, with the exception of warrants granted to the Key Authorized Managers who have been employed in the Company for less than 18 months during the Program in accordance with point I sec. 1 of the Program. These warrants will be transferred to the Reserve for use at the discretion of the Supervisory Board. ”

"4. The warrants will be issued on June 30 of each calendar year, from June 30, 2014 to June 30, 2018 (five issues), with the condition that the non-issued warrants in 2014-2018 will be issued in 2019-2021, beginning with from 30 June 2019 on the basis of the budget implementation for 2018, until 30 June 2021, based on the budget implementation level for 2020.

5. The number of warrants acquired by the Authorized Key Managers each year, excluding 2018, in which warrants will be issued unconditionally, will depend on:

1. implementation of the budget for a given year in relation to the Business Plan (constituting Annex 1 to this Program) in terms of warrants issued in 2013 - 2017,
2. implementation of the budget for 2018, 2019, 2020, as regards warrants issued in 2019-2021, provided that each budget set for the above-mentioned the years will be previously approved by the Supervisory Board,

and in accordance with the following rules:

- (i) a maximum of 291,000 warrants may be issued for each year from 2013 to 2017 (in 5 issues that take place on June 30 of the following year), including:
 - up to 216,000 warrants will be allocated to members of the Management Board (up to 36,000 warrants for each member of the Management Board in each of the 5 issues, with the exception of a Member of the Management Board for Sale, who will participate in 4 issues starting from June 30, 2015), and
 - up to 75,000 warrants will be allocated to other key managers (up to 5,000 warrants for each key manager in each of the 5 issues);
- (ii) a maximum of 291,000 warrants may be issued in 2018 (in one issue taking place on 30 June 2018), including:
 - up to 93,000 warrants will be allocated to members of the Management Board, (up to 23,250 warrants per member of the Management Board, in one issue), and
 - up to 198,000 warrants will be allocated to other key managers (up to 11,000 warrants for each key manager in one issue);
- (iii) a maximum of 197,553 warrants may be issued for each year from 2019 to 2021 (in three issues that take place on June 30 of the following year), including:
 - up to 79,020 warrants will be allocated to members of the Management Board (up to 15,804 warrants per member of the Board in one issue, and
 - up to 118,520 warrants will be allocated to other key managers (up to a maximum of 6,000 warrants for each other key manager in one issue);
- (iv) in relation to 2013-2017, if the actual EBIT value (consolidated EBIT of the Company included in the audited financial statements for a given year, provided that in relation to 2013 the consolidated EBIT ratio of the Company with the proforma of the acquired companies is appropriate in 2013) will be equal to or exceed the value of the planned EBIT, then the maximum number of warrants will be issued. If the actual EBIT value is lower than the planned EBIT, then:
 - the number of warrants issued for a given year will be 0 if the actual EBIT is lower than 85% of the planned EBIT; and
 - if the implementation of the budget falls within the range between 85% and 100%, the number of warrants issued for a given year will increase proportionally from 0 in the case of implementation of the plan in 85% to 291,000 in the case of implementation of the plan in 100% or more.
- (v) in relation to 2019 - 2021 - if the actual EBIT (consolidated EBIT of the Company included in the audited financial statements for a given year) is equal to or exceeds the planned EBIT, then the maximum number of warrants will be issued. If the actual EBIT value is lower than the planned EBIT, then:
 - The number of warrants issued for a given year will be 0 if the actual EBIT is lower than 85% of the planned EBIT; and
 - If the budget implementation falls within the range between 85% and 100%, the number of warrants issued for a given year will increase proportionally from 0 if the plan is implemented in 85% to 197.553 if the plan is 100% or more.

(vi) *Any warrants that will not be distributed for any reason will be transferred to a reserve that may be distributed by the Supervisory Board at its discretion. "*

§ 4.

The Ordinary General Meeting repeals §1 point IV sec. 3 (iv) of the of the Resolution no 24/2013 of the Ordinary General Meeting of "WORK SERVICE" S.A. dated 27th June 2013 on adoption and setting the rules of conduction of the Management Share Option Plan in "WORK SERVICE" S.A. and on authorization the Supervisory Board to perform actions set out in Management Share Option Plan, by giving it a following wording:

"(iv) gave up and was involved before 1 January 2021 in any form (including employment, advisory services, equity investment, financing) in any company competing with the Company."

§ 5.

Resolution comes into force on the day of its adoption.

**Resolution no 29/2018
of the Ordinary General Meeting of "WORK SERVICE" S.A.
dated 29th June 2018**

on the issuance through private subscription of 291.000 registered subscription warrants of series F, conditional increase of the share capital of Work Service S.A. by amount not greater than PLN 21.900 by issuance through private subscription not more than 219.000 new ordinary bearer shares of series Y, excluding the entire pre-emptive right of existing shareholders of the Company, in order to grant rights to subscribe for shares to the holders of Subscription Warrants of series E and amendment of the Articles of Association of the Company related to such increase of the share capital, dematerialisation of Company shares of series Y and application for admission of Company shares of series Y to trading on the regulated market of Warsaw Stock Exchange S.A. in Warsaw.

The Ordinary General Meeting of Work Service S.A. with its registered office in Wrocław (the "Company"), hereby resolves as follows:

§ 1.

1. Pursuant to art. 453 § 2 and 3 of the Commercial Companies Code („CCC”) the issuance of 219.000 bearer subscription warrants of series F („F Subscription Warrants”) shall be resolved.
2. F Subscription Warrants shall be issued in the form of a document, and may be issued in collective sections.
3. F Subscription Warrants shall be issued free of charge.
4. One F Subscription Warrant shall entitle to subscribe for 1 (one) Y Series Share (as defined below).
5. Rights to acquire shares of Series Y under F Subscription Warrants can be exercised no earlier than 30 June 2018 and no later than 31 July 2018.
6. Management Board shall be authorised to issue Series E Subscription Warrants entitling to subscribe for Series Y Shares in the period from 30 June 2018 to 15 July 2018.

7. Series F Subscription Warrants, from which the right to acquire shares of Series Y has not been exercised within the period specified in § 1 section 5, shall expire.

8. Series F Subscription Warrants shall be offered for subscription by way of private placement addressed to the following Entitled Key Managers of the Company:

- 1) **Maciej Witucki** - 23 250 Series F Subscription Warrants,
- 2) **Iwona Szmitowska** - 23 250 Series F Subscription Warrants,
- 3) **Tomasz Ślęzak** - 23 250 Series F Subscription Warrants,
- 4) **Krzysztof Rewers** - 23 250 Series F Subscription Warrants,
- 5) **Ewa Klimczuk** - 11 000 Series F Subscription Warrants,
- 6) **Artur Rogowski** - 11 000 Series F Subscription Warrants,
- 7) **Nikodem Żmijewski** - 11 000 Series F Subscription Warrants,
- 8) **Marcin Kapusta** - 11 000 Series F Subscription Warrants,
- 9) **Agata Moroz** - 11 000 Series F Subscription Warrants,
- 10) **Piotr Adamczyk** - 11 000 Series F Subscription Warrants,
- 11) **Maria Pertek** - 11 000 Series F Subscription Warrants,
- 12) **Agata Zdybicka** - 11 000 Series F Subscription Warrants,
- 13) **Karina Tokarska** - 11 000 Series F Subscription Warrants,
- 14) **Ziemowit Tokarski** - 11 000 Series F Subscription Warrants,
- 15) **Jarosław Dymitruk** - 11 000 Series F Subscription Warrants,
- 16) **Marzena Bujanowska-Orawczak** - 7 000 Series F Subscription Warrants,
- 17) **Jolanta Kosior** - 7 000 Series F Subscription Warrants,
- 18) **Agnieszka Zadrożna** - 7 000 Series F Subscription Warrants,
- 19) **Joanna Holweger** - 7 000 Series F Subscription Warrants,
- 20) **Agnieszka Żak** - 7 000 Series F Subscription Warrants,
- 21) **Agnieszka Sidor** - 7 000 Series F Subscription Warrants,
- 22) **Magdalena Piękoś** - 7 000 Series F Subscription Warrants,
- 23) **Marzena Wejnert** - 7 000 Series F Subscription Warrants,
- 24) **Elżbieta Szpytko** - 7 000 Series F Subscription Warrants,
- 25) **Paweł Wielgus** - 7 000 Series F Subscription Warrants,
- 26) **Anna Ligieża** - 7 000 Series F Subscription Warrants.

9. Series F Subscription Warrants are non-transferable.

§ 2

1. Pursuant to art. 432, 433 § 2, 448 § 1 and 2, item 3 and art. 449 of CCC, the increase in the share capital of Work Service in the amount not higher than PLN 21,900 (twenty one thousand nine hundred PLN) through the issuance of not more than 219.000 (say: two hundred nineteen thousand) of ordinary bearer shares of series Y, with the nominal value of PLN 0.10 (ten grosz) each ("**Series Y Shares**") is hereby resolved.

2. The purpose of the conditional increase of share capital is to grant the right to subscribe for Series Y Shares to holders of series F Subscription Warrant issued by Work Service pursuant to this Resolution. Acquisition of Series Y Shares shall take place within the period specified in § 1 section 5 above.

3. Series W Shares shall be issued exclusively in exchange for cash contributions to the holders of Series E Subscription Warrants who submit a written statement of acquisition of Series W Shares in accordance with Article 451 § 1 CCC and pay the issue price for Series W Shares.

4. The issue price of the Series Y Shares, issued to the holder of Series F Subscription Warrants, shall be PLN 0.10 (ten grosz) per Series Y Share.

5. Series Y Shares shall participate in the dividend starting from distributions of income which is intended for distribution for the financial year 2018, ended 31 December 2018.

6. Series Y Shares shall be issued as securities not having form of a document and shall be subject to dematerialisation within the meaning of appropriate provisions on Trading in

Financial Instruments. For this purpose the Management Board shall be authorised to conclude an appropriate agreement with the National Depository for Securities S.A. ("NDS") on registration (dematerialisation) of Series Y Shares in securities depository kept by NDS.

7. Series Y Shares shall be subject of application for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange S.A. ("WSE"), which in the first place shall be the primary market of the WSE, if the relevant criteria and the conditions are met -under the relevant laws and regulations of the WSE- allowing the admission of Shares to trading on the primary market.

8. The Management Board of the Company is hereby authorised and obliged to:

a) take all actions related to submitting an offer for acquisition of Subscription Warrants F, allotment of Series Y Shares for the benefit of the persons defined in § 1 section 8 point of this resolution.

b) take all actions and activities for release and introduction of Series Y Shares to trading on the regulated market operated by the WSE, including the submission of applications and notices to the Financial Supervision Commission, submission of applications and conclusion of relevant agreements with the National Depository for Securities S.A. ("**NDS**") and WSE;

c) perform all actions necessary to carry out the dematerialisation of all shares of Series Y including the conclusion with NDS of agreement for the registration of Series Y Shares at securities depository kept by NDS, for the purpose of its dematerialisation.

9. Within the scope not covered by this resolution, as regards to Series F Subscription Warrants, the provisions of Resolution No. 24/2013 of Ordinary General Meeting of Work Service S.A. dated 27 June 2013, on the adoption and establishing the rules of conducting Management Option Programme in Work Service S.A. and on the authorisation of the Supervisory Board to perform the various tasks as defined in the Management Option Programme, with further amendments, shall apply.

10. The Ordinary General Meeting of the Company, pursuant to Art. § 379 of the CCC, hereby appoint the proxy in person of Maria Pertek to represent the Company in submission of the offer to acquire F Subscription Warrants to members of the Company Management Board, defined in § 1 section 8 point 1-4 of this Resolution, to represent the Company in agreements for acquisition of Series Y Shares with members of the Management Board listed in § 1 section 8 point 1-4 of this Resolution and any other agreements with the members of the Management Board mentioned in § 1. section 8 point 1-4, as may be necessary for the implementation of this resolution.

§ 3

In the interest of Work Service the existing shareholders of Work Service shall be entirely deprived of the pre-emptive rights to Series F Subscription Warrants and Series Y Shares.

§ 4

In connection with the conditional share capital increase made pursuant to this Resolution Ordinary General Meeting of Work Service decides to add a new § 6d in the Articles of Association of Work Service with the following wording:

„§ 6d

1. The share capital of the Company shall be conditionally increased by not more than PLN 21,900 (twenty one thousand nine hundred zloty) by the issuance of not more than 219.000 (two hundred nineteen thousand) ordinary bearer shares of series Y with a nominal value of PLN 0.10 (ten grosz) each.

2. The purpose of the conditional increase of share capital is to grant the right to subscribe for series Y shares to the holders of Series F Subscription Warrants issued pursuant to Resolution No. 28/2016 of the Ordinary General Meeting of 29 June 2016.

3. Persons entitled to subscribe for series Y shares shall be the holders of series F Subscription Warrants referred to in section 2 above, excluding the pre-emptive right of the existing shareholders

4. Rights to acquire Series Y Shares under the Series F Subscription Warrants can be exercised no earlier than 30 June 2018 and no later than 31 July 2018."

§ 5

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