

***Attachment 2 - the content of the draft resolutions to be discussed at the EGM***

***Resolution number ... /2016  
of the Extraordinary General Meeting  
„WORK SERVICE” S.A. of 21 December 2016  
on the election of Chairman of the Extraordinary General Meeting***

Extraordinary General Meeting „WORK SERVICE” S.A. resolves to elect the Chairman of the Extraordinary General Meeting in the person of ...

**A draft resolution to item 2 of the agenda**

***Resolution number ... /2016  
of the Extraordinary General Meeting  
„WORK SERVICE” S.A. of 21 December 2016  
on the adoption of the agenda of the meeting***

**§ 1**

Extraordinary General Meeting „WORK SERVICE” S.A. adopts the following agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Determination that the Extraordinary General Meeting was duly convened and is capable of adopting valid resolutions.
4. Adoption of the agenda of the meeting.
5. Adoption of resolutions on amending the Company's Articles of Association.

According to proposed amendments the following provisions shall read as follows:

- a) § 7 (5) of the Company's Articles of Association: "Shareholders have a pre-emptive right to subscribe for newly issued shares in proportion to previously held shares. General Meeting may, in the interest of the Company, divest the shareholders of the pre-emptive right, in part or in whole, by a respective resolution passed by a qualified majority of 85% of votes." in place of the previous wording "Shareholders have a pre-emptive right to subscribe for newly issued shares in proportion to previously held shares. General meeting may, in the interest of the company, divest the shareholders of the pre-emptive right, in part or in whole, by a respective resolution adopted by a qualified majority of four-fifths of votes."
- b) § 10 (4) of the Company's Articles of Association: "The Management Board shall convene a General Meeting. The Supervisory Board may convene an Ordinary General Meeting if the Management Board fails to summon the General Meeting within the prescribed time limit. The Supervisory Board and shareholders or a shareholder who hold at least 15% of the share capital may require to convene an Extraordinary General Meeting. A shareholder or shareholders who hold at least 5% of the share capital may also request for including certain items in the agenda of the nearest General Meeting. The

above-mentioned requests supported by reasons to adopt a resolution after due consideration may be submitted by authorised shareholders in writing or by means of electronic communication. If the above request is not justified, the Management Board shall ask the applicant to clarify the motion.” in place of the previous wording “The Management Board shall convene a General Meeting. The Supervisory Board may convene an Ordinary General Meeting if the Management Board fails to summon the General Meeting within the prescribed time limit. The Supervisory Board and shareholders or a shareholder who hold at least one twentieth of the share capital may require to convene an Extraordinary General Meeting. A shareholder or shareholders who hold at least one twentieth of the share capital may also request for including certain items in the agenda of the nearest General Meeting. The above-mentioned requests supported by reasons to adopt a resolution after due consideration may be submitted by authorised shareholders in writing or by means of electronic communication. If a request is not justified, the Management Board shall ask the applicant to clarify the motion.”

- c) § 10 (7) of the Company’s Articles of Association: “The resolutions of the General Meeting, referred to in paragraph 1 (a), (c), (d), (f), (g), (h), (i), (j), (k) and (l) shall be adopted on the basis of a qualified majority of 85% of votes passed.” in place of the previous wording “The resolutions of the General Meeting, referred to in paragraph 1 (a), (c), (d), (f), (g), (h), (i), (j), (k) and (l) shall be adopted on the basis of a qualified majority of 80% of votes passed.”;
  - d) § 10 (8) of the Company’s Articles of Association: The item, placed on the agenda of the General Meeting by an authorised shareholder or shareholders who submitted a request in compliance with par. 4 above, may be removed from the agenda upon reasoned request, when important reasons support that, pursuant to a resolution adopted by 85% of passed votes and upon the consent of all present shareholders, who submitted such request. In the event that the Management Board which in a justified manner calls for removal of the item placed on the agenda on its own initiative, a resolution shall require an absolute majority of passed votes.” in the place of the previous wording “The item, placed on the agenda of the General Meeting by an authorised shareholder or shareholders who submitted a request in compliance with par. 4 above, may be removed from the agenda upon reasoned request, when important reasons support that, pursuant to a resolution adopted by 80% of passed votes and upon the consent of all present shareholders, who submitted such request. In the event that the Management Board which in a justified manner calls for removal of the item placed on the agenda on its own initiative, a resolution shall require an absolute majority of passed votes.”
- 6. Adoption of a resolution on bearing costs of convening and holding an Extraordinary General Meeting by the Company.
  - 7. Any other business.
  - 8. Closing of the Extraordinary General Meeting.

**A draft resolution to item 4 of the agenda**

***Resolution number ... /2016  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 December 2016  
Amending § 7 (5) of the Company's Articles of Association***

**§ 1**

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław (“the Company”) repeals the current wording of § 7 (5) of the Company’s Articles of Association and gives it the following wording: *“Shareholders have a pre-emptive right to subscribe for newly issued shares in proportion to previously held shares. A General meeting may, in the interest of the company, divest the shareholders of the pre-emptive right, in part or in whole, by a respective resolution adopted by a qualified majority of 85% of votes.”*

**§ 2**

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

***Resolution number ... /2016  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 December 2016  
Amending § 10 (4) of the Company's Articles of Association***

**§ 1**

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław (“the Company”) repeals the current wording of § 10 (4) of the Company’s Articles of Association and gives it the following wording:

*“The Management Board shall convene a General Meeting. The Supervisory Board may convene an Ordinary General Meeting if the Management Board fails to summon the General Meeting within the prescribed time limit. The Supervisory Board and shareholders or a shareholder who hold at least 15% of the share capital may require to convene an Extraordinary General Meeting. A shareholder or shareholders who hold at least 5% of the share capital may also request for including certain items in the agenda of the nearest General Meeting. The above-mentioned requests supported by reasons to adopt a resolution after due consideration may be submitted by authorised shareholders in writing or by means of electronic communication. If a request is not justified, the Management Board shall ask the applicant to clarify the motion.”*

**§ 2**

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

***Resolution number ... /2016  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 December 2016  
Amending § 10 (7) of the Company's Articles of Association  
§ 1***

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

*“The resolutions of the General Meeting, referred to in paragraph 1 (a), (c), (d), (f), (g), (h), (i), (j), (k) and (l) shall be adopted on the basis of a qualified majority of 85% of votes passed.”*

***§ 2***

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

***Resolution number ... /2016  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 December 2016  
Amending § 10 (8) of the Company's Articles of Association  
§ 1***

***§ 1***

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław (“the Company”) repeals the current wording of § 10 (8) of the Company's Articles of Association and gives it the following wording:

*“The item, placed on the agenda of the General Meeting by an authorised shareholder or shareholders who submitted a request in compliance with par. 4 above, may be removed from the agenda upon reasoned request, when important reasons support that, pursuant to a resolution adopted by 85% of passed votes and upon the consent of all present shareholders, who submitted such request. In the event that the Management Board which in a justified manner calls for removal of the item placed on the agenda on its own initiative, a resolution shall require an absolute majority of passed votes.”*

***§ 2***

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

**A draft resolution to item 5 of the agenda**

***Resolution number ... /2016  
of the Extraordinary General Meeting  
of Work Service Spółka Akcyjna  
of 21 December 2016  
on bearing costs of convening and holding the Extraordinary General Meeting by the  
Company.***

**§ 1**

The Extraordinary General Meeting of „Work Service” Spółka Akcyjna with its registered seat in Wrocław charges the Company with costs of convening and holding the Extraordinary General Meeting by the Company.

**§ 2**

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

**A draft resolution to item 6 of the agenda**