

**Attachment 1 - the full content of the announcement about the EGM**

**Announcement about convening  
the Extraordinary General Meeting of the Shareholders  
of Work Service S.A., a joint-stock company with its registered seat in Wrocław**

The Management Board of Work Service S.A., a joint-stock company with its registered seat in Wrocław, ul. Gwiaździsta 66, entered into the Register of Entrepreneurs of the National Court Register under the following National Court Register number: KRS 0000083941, whose registration files are kept by the District Court for Wrocław – Fabryczna, 6<sup>th</sup> Commercial Division of the National Court Register, with the share capital in the amount of 6,509,482,30 PLN, paid up in full, statistical identification number (REGON) 932629535, tax identification number (NIP) 897-16-55-469 (“**Company**”), acting on the basis of Article 398, 400 § 1 and § 2 and Article 402<sup>1</sup> § 1 and 2 of the act of 15 September 2000 The Commercial Companies Code (consolidated text: Journal of Laws of 2017, item 1577, as amended, hereinafter referred to as the “**Commercial Companies Code**”) and § 10 section 3 and 4 of the Articles of Association, hereby convenes the Extraordinary General Meeting, which shall be held on **May 7, 2019, at 12:00 hours midday**, at the company’s seat in Wrocław, ul. Gwiaździsta 66.

**I. Agenda of the meeting.**

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

***Proposed wording:*** “1. As long as the Investor is the shareholder of the Company, the Supervisory Board shall be composed **of 10 members**, including the Chairperson and Deputy Chairperson. As long as the shares of the Company are traded in the regulated market in the Republic of Poland, at least two members of the Supervisory Board should meet the criterion of independence from the Company and entities which are in significant relation with the Company, due to the corporate governance rules applicable in the regulated market in the Republic of Poland which the Company’s shares are listed in (“*Independent Member of the Supervisory Board*”).

***Current wording:*** “ 1. As long as the Investor is the shareholder of the Company, the Supervisory Board shall be composed **of 9 members**, including the Chairperson and Deputy Chairperson. As long

*as the shares of the Company are traded in the regulated market in the Republic of Poland, at least two members of the Supervisory Board should meet the criterion of independence from the Company and entities which are in significant relation with the Company, due to the corporate governance rules applicable in the regulated market in the Republic of Poland which the Company's shares are listed in ("Independent Member of the Supervisory Board").*

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

**Proposed wording of § 13 item. 10** : „As long as the Investor is a shareholder of the Company, resolutions of the Supervisory Board adopted in § 16 section 2 point a), e), f), h), i), j), k), l), o), p), q), r) s), t), v), w), x), y), z), aa), bb), cc), dd) and ee) are adopted by a qualified **majority of 9/10 of cast votes** and the remaining resolutions are adopted by the ordinary majority of cast votes.”

**Current wording § 13 item 10** „10. As long as the Investor is a shareholder of the Company, resolutions of the Supervisory Board adopted in § 16 section 2 point a), e), f), h), i), j), k), l), o), p), q), r) s), t), v), w), x), y), z), aa), bb), cc), dd) and ee) are adopted by a qualified majority **of 8/9 of cast votes** and the remaining resolutions are adopted by the ordinary majority of cast votes

**Proposed wording § 13 item 13** : „13. In the case a specific resolution in a form and content which was provided in the invitation to the meeting of the Supervisory Board is not adopted, then such resolution may be voted on again at the nearest meeting of the Supervisory Board which should be held no earlier than after forty two (42) and no later than after forty five (45) days of the meeting of Supervisory Board which did not adopt a given resolution. Such meeting is entitled to adopt such a resolution by an ordinary majority of votes, provided at least two, additional meetings of the Supervisory Board are held by the time and provided that such resolution requiring the majority **of 9/10 votes** to be adopted is not adopted. Provisions of § 13 section 7 shall apply accordingly’

**Current wording § 13 item 13:** „13. In the case a specific resolution in a form and content which was provided in the invitation to the meeting of the Supervisory Board is not adopted, then such resolution may be voted on again at the nearest meeting of the Supervisory Board which should be held no earlier than after forty two (42) and no later than after forty five (45) days of the meeting of Supervisory Board which did not adopt a given resolution. Such meeting is entitled to adopt such a resolution by an ordinary majority of votes, provided at least two, additional meetings of the Supervisory Board are held by the time and provided that such resolution requiring the majority **of 8/9 votes** to be adopted is not adopted. Provisions of § 13 section 7 shall apply accordingly.

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

**II. Pursuant to Article 402<sup>2</sup> of the Commercial Companies Code, the Company hereby provides information regarding participation in the Extraordinary General Meeting of the Company and exercising the voting right.**

**1. The right of a shareholder to request certain issues to be included in the agenda of the Extraordinary General Meeting.**

In accordance with Article 401 § 1 of the Commercial Companies Code, a shareholder or shareholders, representing at least one twentieth of the share capital of the Company are entitled to request specific issues to be included in the agenda of the upcoming general meeting. Such a request should be submitted to the Company's Management Board no later than 21 (twenty one) days before the date of the meeting, i.e. by 16<sup>th</sup> April 2019 at the latest. Such a request should include justification or a draft resolution concerning the proposed agenda item.

Requests should be sent in writing to the address of the Company's registered seat or in an electronic form to the following e-mail address: [walne@workservice.pl](mailto:walne@workservice.pl), or via fax to the following number: (71) 371-09-38.

The request should be accompanied by documents confirming the entitlements to submit such a request, namely a deposit certificate or a confirmation issued by the entity operating the securities account, in which the Company's shares held by a particular shareholder are recorded, confirming that he/she is the Company's shareholder as well as the fact that he/she represents at least one twentieth of the share capital of the Company. The request should also be accompanied by:

- a) in case of shareholders being legal persons or organisational units not having legal personality – a confirmation of the entitlement to act on behalf of this entity , i.e. the current excerpt from a register relevant for that person/unit,
- b) in case of shareholders being natural persons – a copy of a document confirming a particular shareholder's identity,
- c) in case of a request being submitted by a proxy – a power of attorney to make such a request signed by a shareholder as well as a copy of a document confirming the proxy's identity, and in case of a proxy other than a natural person – a copy of an excerpt from a relevant register, in which such an entity is registered, confirming authorisation for a person acting on behalf of the proxy not being a natural person.

In case of shareholders submitting their request with the use of electronic means of communication, the documents should be sent in PDF format. Documents drawn up in a language other than Polish should be accompanied by their certified translations to Polish. The risk of using electronic means of communication by a particular shareholder shall be borne by that shareholder.

A model form of a request for including a particular issue in the agenda of the general meeting shall be available on the Company's website ([www.workservice.pl](http://www.workservice.pl)) as of the date of publishing the current announcement, in the "Investor Relations" Section under the General Meeting tab.

The Management Board shall promptly, however no later than 18 (eighteen) days prior to the date of the General Meeting, i.e. by 19<sup>th</sup> April 2019 at the latest, announce the changes of the agenda of the meeting introduced upon the shareholders' request. The announcement shall be made in a manner, which is appropriate for convening the General Meeting.

**2. The right of a shareholder to submit draft resolutions concerning issues included in the agenda of the General Meeting or issues, which shall be included in the agenda of the meeting, before the date of the General Meeting.**

In accordance with Article 401 § 4 of the Commercial Companies Code, a shareholder or shareholders of a public company, representing at least 1/20 of the company's share capital, may submit, before the date of the general meeting, draft resolutions concerning issues included in the agenda of the general meeting or issues, which shall be included in the agenda of the meeting, Such draft resolutions may be submitted to the company in writing or with the use of electronic means of communication (in the way and to the e-mail address of the Company specified in point 1 above).

Requests made in writing should be submitted in person or sent via mail to the Company's address, i.e. ul. Gwiaździsta 66, 53 – 413 Wrocław.

Draft resolutions concerning issues included in the agenda of the General Meeting or issues, which shall be included in the agenda of the meeting, should be submitted until the end of the day preceding the date of the general meeting, i.e. 6<sup>th</sup> May 2019. The Company cannot guarantee that it shall be able to verify the abovementioned event on the date of the general meeting.

A model form for submitting draft resolutions concerning issues included in the agenda of the general meeting or issues, which shall be included in the agenda of the meeting, shall be available on the Company's website ([www.workservice.pl](http://www.workservice.pl)) as of the date of publishing the current announcement, in the "Investor Relations" Section under the General Meeting tab.

The Company shall promptly announce the submitted draft resolutions on its website.

The draft resolutions should be accompanied by the documents specified in point 1 above, confirming the entitlement to submit such a request, i.e. (a) deposit certificate(s) or (a) nominative certificate(s), confirming the right to participate in the general meeting of the Company and allowing for identification of a particular shareholder's identity, i.e.

- a) in case of shareholders being legal persons or organisational units not having legal personality – a confirmation of the entitlement to act on behalf of that entity, i.e. the current excerpt from a register relevant for that person/unit,
- b) in case of shareholders being natural persons – a copy of a document confirming a particular shareholder's identity,
- c) in case of a request being submitted by a proxy – a power of attorney to make such a request signed by a shareholder as well as a copy of a document confirming the proxy's identity, and in case of a proxy other than a natural person – a copy of an excerpt from a relevant register, in which such an entity is registered, confirming authorisation for a person acting on behalf of the proxy not being a natural person.

In case of shareholders submitting draft resolutions with the use of electronic means of communication, the documents should be sent in PDF format. Documents drawn up in a language other than Polish should be accompanied by their certified translations to Polish. The risk of using electronic means of communication by a particular shareholder shall be borne by that shareholder.

### **3. The right of a shareholder to submit draft resolutions concerning issues included into the agenda of the meeting during the general meeting.**

Pursuant to Article 401 § 5 of the Commercial Companies Code, each shareholder entitled to participate in the General Meeting may, during the general meeting, submit draft resolutions concerning issues included in the agenda of the meeting.

Each shareholder also has the right to propose changes and supplements to draft resolutions included in the agenda of the general meeting – until the discussion over the agenda item covering the draft resolution, to which the proposal relates, is closed. Such proposals along with short justification shall be submitted in writing – separately for each draft resolution – with the name and surname or business name (name) of a particular shareholder, to the Chairman of the General Meeting.

### **4. Information on the manner of exercising the right to vote by a proxy, including, in particular, forms being used while voting by a proxy and the manner of informing the Company about appointing a proxy with the use of electronic means of communication.**

A shareholder of the Company being a natural person may participate in the General Meeting and exercise the right to vote either in person or through a proxy.

A shareholder of the Company other than a natural person may participate in the General Meeting and exercise the right to vote either by a person authorised to submit statements of will on his/her behalf or through a proxy.

A shareholder's proxy shall exercise all entitlements of the shareholder, unless otherwise stated in the power of attorney. The proxy may grant further powers of attorney if so stated in the power of attorney. One proxy may represent more than one shareholder.

If a shareholder holds shares recorded in more than one security account, he/she may appoint separate proxies to exercise rights from shares recorded in each of the accounts.

The power of attorney to vote through a proxy should be granted in writing or in an electronic form.

A model form of the power of attorney to participate in the General Meeting and exercise the right to vote as well as a model form for revoking the aforesaid power of attorney shall be available on the Company's website ([www.workservice.pl](http://www.workservice.pl)) as of the date of publishing the current announcement, in the "Investor Relations" Section under the General Meeting tab.

With regard to the power of attorney granted in writing, the proxy shall be obliged to present it at the opening of the general meeting and pass it on to the Company for the purpose of attaching it to the minutes of the general meeting.

The Company should be notified of granting or revoking the electronic power of attorney to participate in the general meeting and exercise the right to vote, with the use of electronic means of communication by sending a filled model form of the power of attorney or a filled model form for revoking the power of attorney in PDF format to the following e-mail address of the Company: [walne@workservice.pl](mailto:walne@workservice.pl) by the end of the day preceding the date of the General Meeting at the latest.

**All consequences connected with the erroneous granting of power of attorney or revoking it as well as the risk connected with the use of electronic means of communication in this respect shall be borne by a principal.**

An electronic power of attorney shall not require a safe electronic signature, which may be verified by means of a valid qualified certificate. In order to secure the content of the power of attorney, it should be submitted in PDF format.

In order to identify a particular Shareholder granting power of attorney, the power of attorney should be accompanied by:

- a) in case of a shareholder being a natural person – a copy of the national ID card, passport or any other official identity document of the shareholder. Additionally, a shareholder being a natural person should submit a statement on granting his/her consent for processing personal data by the Company in order to identify the shareholder for the purpose of verifying the validity of the power of attorney granted in an electronic form,

- b) in case of a shareholder other than a natural person – a copy of an excerpt from a relevant register or of any other document confirming empowerment to authorise the proxy to represent the shareholder at the general meeting.

In case of any doubts as to the authenticity of the copies of the aforesaid documents, the Management Board of the Company reserves the right to require a proxy to present the following documents upon preparing the attendance list:

- a) in case of a shareholder being a natural person – a certified true copy of the original, which has been certified by a notary public or any other entity authorised to certify a copy of the original of the national ID card, passport or any other official identity document of the shareholder.
- b) in case of a shareholder other than a natural person – an original or a certified true copy of the original, which has been certified by a notary public or any other entity authorised to certify a copy of the original excerpt from a relevant register or of any other document confirming the empowerment to authorise the proxy to represent the shareholder at the general meeting.

In order to identify one's proxy, the Management Board of the Company reserves the right to require the proxy to present the following documents upon preparing the attendance list:

- a) in case of a proxy being a natural person - a copy of the national ID card, passport or any other official identity document of the proxy;
- b) in case of a proxy other than a natural person - an original or a certified true copy of the original, which has been certified by a notary public or any other entity authorised to certify a copy of the original excerpt from a relevant register or of any other document confirming the empowerment of a natural person (natural persons) to represent the proxy at the general meeting.

**In case of any discrepancies between the data of a shareholder included in the power of attorney and the data included in the list of shareholders prepared on the basis of the list received from the entity keeping the depository for securities (National Depository For Securities - Krajowy Depozyt Papierów Wartościowych S.A.) and passed on to the company in accordance with article 406<sup>3</sup> of the Commercial Companies Code, such a shareholder and his/her proxy may not be allowed to participate in the General Meeting.**

The right to represent a shareholder not being a natural person should result from an excerpt from a relevant register submitted upon preparing the attendance list (the original or a certified true copy of the excerpt, which has been certified by a notary public, should be submitted), or, alternatively, from a series of powers of attorney.

A person/persons granting power of attorney on behalf of a shareholder not being a natural person should be included in the current excerpt from the register relevant for a particular shareholder.

A Member of the Company's Management Board and the Company's employee may be proxies of the shareholders during the General Meeting.

For the purpose of allowing the Company to contact a particular shareholder to verify the validity of a power of attorney granted in an electronic form, the shareholder shall send his/her phone number along with the aforesaid form.

Documents drawn up in a language other than Polish should be accompanied by their certified translations to Polish.

The risk of using electronic means of communication by a particular shareholder shall be borne by that shareholder.

The Company's shareholder may also revoke the power of attorney to participate in the General Meeting and exercise the right to vote granted both in writing and in an electronic form by submitting a statement to the Company no later than at the time of the Chairman's ordering vote at the General Meeting

With regard to the manner of voting by a proxy, the company communicates as follows.

The Company's shareholders shall be allowed to participate in the General Meeting upon presenting a national ID card while proxies upon presenting a national ID card and a valid power of attorney (or a series of powers of attorney) granted in writing or in an electronic form (in the case of an electronic power of attorney, a proxy should present a printout of the power of attorney in PDF format). Representatives of legal persons or organisational entities not having legal personality should additionally present current excerpts from relevant registers, listing persons authorised to represent such entities.

The Company informs that a model form for authorising a proxy to exercise the right to vote, including the data specified in Article 402<sup>3</sup> §3 of the Commercial Companies Code, has been published on the Company's website ([www.workservice.pl](http://www.workservice.pl)), in the "Investor Relations" Section under the General Meeting tab.

Using the model form is not compulsory. The model form contains guidelines on the exercise of the right to vote by a proxy, however it shall not replace the power of attorney granted by a particular shareholder to his/her proxy. The company shall not verify whether or not proxies exercise the right to vote in accordance with the guidelines they received from their principals. With reference to the above, the Company's Management Board informs that voting guidelines should be given only to a proxy.

#### **5. The possibility and manner of participating in the General Meeting by means of electronic communication.**

The Company does not provide for the possibility of participating in the General Meeting by means of electronic communication.

**6. The manner of speaking during the General Meeting with the use of means of electronic communication.**

The Company does not provide for the possibility of speaking during the General Meeting with the use of means of electronic communication.

**7. The manner of exercising the right to vote via correspondence or by means of electronic Communication.**

The Company does not provide for the possibility of exercising the right to vote via correspondence or by means of electronic communication.

**III. Date of registration of attendance at the General Meeting.**

Pursuant to Article 406<sup>1</sup> of the Commercial Companies Code, the date of registration of attendance at the Extraordinary General Meeting shall be 21<sup>th</sup> April 2019, hereinafter referred to as the “Registration Date”.

**IV. Information about the right to participate in the General Meeting.**

Only persons, who are the Company’s shareholders as on the Registration Date, shall have the right to participate in the General Meeting.

Persons authorised under nominative shares and temporary certificates as well as pledgees and users, who are entitled to exercise the right to vote, shall have the right to participate in the General Meeting, provided that they are entered into the Company’s share register as on the Registration Date.

Upon request of a person authorised under the Company’s dematerialised bearer shares, submitted no earlier than after the announcement about convening the General Meeting, i.e. no earlier than on 28<sup>th</sup> March 2019 and no later than on the first working day after the Registration Date, i.e. no later than on 22<sup>th</sup> April 2019, the entity operating the securities account shall issue a nominative confirmation of the right to participate in the general meeting.

The Company hereby points out that only the following persons shall be authorised to participate in the general meeting:

- a) persons, who were the Company’s shareholders as on the Registration Date, i.e. as on 21<sup>th</sup> April 2019  
and
- b) persons, who asked – no earlier than on 28<sup>th</sup> March 2019 and no later than on 22<sup>nd</sup> April 2019 – the entity operating their securities accounts to issue a nominative confirmation of the right to participate in the general meeting.

The list of shareholders authorised to participate in the General Meeting shall be made available between 10.00 a.m. and 04.00 p.m. at the Company's registered seat, i.e. in the building located in Wrocław, ul. Gwiaździsta 66, three working days before the date of the Meeting, i.e. from 2<sup>st</sup> May 2019.

Each shareholder of the Company may request the list of the shareholders authorised to participate in the General Meeting to be sent to him/her free of charge via e-mail by submitting his/her own e-mail address. The request for having the list of the shareholders sent should be sent to the following e-mail address: [walne@workservice.pl](mailto:walne@workservice.pl) or submitted at the Company's registered seat in Wrocław, ul. Gwiaździsta 66, and, furthermore, in the case of:

- a) shareholders not being natural persons – it would also be necessary to confirm the authorisation to act on behalf of a particular shareholder by attaching the current excerpt from the register relevant for that shareholder,
- b) shareholders being natural persons - it would also be necessary to attach a copy of a document confirming a particular shareholder's identity,
- c) a request being submitted by a proxy - it would also be necessary to attach a power of attorney to such a request, signed by a shareholder and a copy of a document confirming a particular proxy's identity, and in case of a proxy other than a natural person – a copy of an excerpt from a relevant register,

confirming the authorisation for a person acting on behalf of a proxy not being a natural person.

Each shareholder should also evidence his/her status of the Company's shareholder in the manner envisaged in point II. 1. of the current Announcement.

In the case of shareholders submitting their request with the use of electronic means of communication, the documents should be sent in PDF format.

Documents drawn up in a language other than Polish should be accompanied by their certified translations to Polish.

Persons authorised to participate in the general meeting may receive their voting cards on the date of the general meeting, i.e. on 7<sup>th</sup> May 2019 in the meeting room, from 12:00 hours midday.

**V. The place where documentation and information concerning the general meeting is being made available.**

Documentation that shall be presented to the general meeting along with the draft resolutions shall be published on the Company's website in accordance with Article 402<sup>3</sup> § 1 of the Commercial Companies Code.

Remarks of the Company's Management Board or the Company's Supervisory Board concerning the issues included in the agenda of the General Meeting or issues, which shall be included in the agenda of the meeting before the date of the General Meeting, shall be available on the Company's website immediately after they are prepared.

In case of any questions or doubts related to the participation in the general meeting, please send your enquiries to the following e-mail address of the Company: [walne@workservice.pl](mailto:walne@workservice.pl)

**VI. Indication of the website address.**

All information concerning the general meeting shall be made available on the following website: [www.workservice.pl](http://www.workservice.pl), in the "Investor Relations" Section under the General Meeting tab.