

**Opinion of the Management Board of "Work Service" S.A.  
justifying the exclusion of the pre-emptive rights to Series X Shares  
and the issue price of Series X Shares**

The Extraordinary General Meeting of "Work Service" S.A. with its registered office in Wrocław ("**Company**") was convened on 22 July 2021 in order to, inter alia, adopt a resolution on increasing the Company's share capital by no less than PLN 0.10 (ten grosz) and no more than PLN 7,673,394.50 (seven million six hundred seventy three thousand three hundred ninety four Polish zloty and 50/100) through the issuance of new series X ordinary bearer shares in a number no lower than 1 (one) and no higher than 76,733,945 (seventy-six million, seven hundred and thirty-three thousand, nine hundred and forty-five) of new Series X ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each ("**Series X Shares**"), with complete exclusion of pre-emptive rights of the existing shareholders ("**Share Capital Increase Resolution**"). The Company informed about the draft resolution in the current report no. 34/2021.

**I. Justification of reasons for exclusion of the existing shareholders' pre-emptive rights to the series X shares**

The Resolution on the Share Capital Increase of Work Service S.A. provides for an increase of share capital through issue of series X shares under private subscription, within the meaning of Article 431 § 2 item 1 of the Commercial Companies Code, conducted in a public offering, exempt from the obligation to publish a prospectus, within the meaning of relevant provisions of law, or any other information or offering document for the purpose of such offering, addressed exclusively to selected investors which will be designated by the Company's Management Board, subject to sections 13 and 14 of the Share Capital Increase Resolution, as meeting the conditions set forth in the said Resolution.

In the opinion of the Management Board, the complete exclusion of the existing shareholders' pre-emptive rights to the series X shares issued as part of the increase of the Company's share capital is in the best interest of the Company and its shareholders and is related to the need to create conditions for an efficient share capital increase and for raising additional capital in a relatively short period of time, which makes this issue different from an issue with pre-emptive rights which would require issue prospectus to be drawn up and published and approved by means of an administrative procedure by the Financial Supervision Authority. A possible offering based on the issue prospectus would require the Company to incur significant costs and would significantly prolong the share capital increase

procedure. Therefore - in the current situation of the Company - the possibility of increasing the share capital with the exclusion of pre-emptive rights is definitely more beneficial for the Company.

The prompt and efficient obtaining capital funding will , will provide in particular the Company with additional resources to support the recovery of the Company's business position. In this context, the Board of Directors is primarily mindful that the level of the Company's equity as shown in the Consolidated Financial Statements for 2020 justified the Ordinary General Meeting of the Company's resolution to continue the Company's existence. Therefore, it becomes so important in the current situation to recapitalise the Company without delay.

The recapitalisation, will also allow the Company to strengthen its market position in relation to its competitors, increase the Company's credibility and enable it to participate in a larger number of tenders, as well as increase the dynamics of development. Improving the debt ratios in connection with the planned capital increase may also contribute to the possibility of obtaining a grant from PFRON.

Furthermore, the Company's Management Board and GI International s.r.l. are conducting negotiations on deferring the repayment of receivables GI International s.r.l. to Work Service S.A., including a portion of the Loan obtained under the Financing Agreement which is due on 31 July 2021. The condition presented by GI International s.r.l. for deferral of repayment is adoption and enforcement of the Share Capital Increase Resolution. The deferral would improve the cash position of the Company. The Company's majority shareholder, Gi International s.r.l., continues to be the Company's primary source of financing under its agreements with the Company. The funds raised from the payment of the issue price of the X series shares (in cash or as an offset to cash receivables) would allow the Company to become financially independent from the majority shareholder.

It should be assumed that securing the financing for and strengthening the capital structure of the Company's operations through the above mentioned capital increase by way of private subscription of Series X Shares with complete exclusion of pre-emptive rights of the existing shareholders, is economically justified and is in the best interest of the Company and its shareholders.

## **II. Issue price of series X shares**

The issue price of PLN 1.45 is the same as the issue price adopted by GI International s.r.l. in the tender offer for shares in Work Service S.A. announced on 15 March 2021. As a result of the tender offer of GI International s.r.l., 16,164,779 shares in the Company were traded, so it may be said that the tender offer was successful and many shareholders considered the price attractive.

In addition, it should be pointed out that the proposed issue price is also significantly higher than the current market value of the Company's shares.

Therefore, in the opinion of the Management Board, the proposed issue price is an optimal and fair price.