

**Draft Resolutions of the Ordinary General Meeting of Shareholders of the
Company Benefit Systems S.A. (hereinafter referred to as the “Company”)**

The Resolutions mentioned in point **6-15** of the agenda of the General Meeting are standard matters to be discussed at the Ordinary General Meeting and their content does not require any justification.

With regard to the Resolutions mentioned in point **16** of the agenda, the authorization of the Management Board to acquire the Company’s treasury shares is justified by that the acquired treasury shares may be used for settlement under the acquisition transactions entered into by the Company, as well as for acquiring shares in subsidiaries and associates and to sell the acquired treasury shares to obtain financial resources for implementing long-term strategic goals.

Draft Resolutions of the Ordinary General Meeting of Shareholders
of the Company

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on electing the Chairperson of the General Meeting

§1.

The Ordinary General Meeting of Shareholders hereby elects [.] to the Chairman of the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on electing the Counting Committee

§1.

The Ordinary General Meeting of Shareholders hereby elects the Counting Committee composed of [.]

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the agenda of the General Meeting

§1.

The Ordinary General Meeting of Shareholders hereby approves the agenda of the General Meeting which takes place on 25 June 2019, at 3.00 p.m.:

1. Opening the General Meeting.
2. Electing the Chairperson of the General Meeting.
3. Confirming that the General Meeting was duly convened and is capable of adopting valid resolutions.
4. Electing the Counting Committee.
5. Approving the agenda of the General Meeting.
6. Presentation of the Supervisory Board:
 - a. a concise assessment of the Company’s financial position, including the internal control system and the management system of significant risks,
 - b. the Report of the Supervisory Board for 2018 and the assessment of the activities of the Supervisory Board during 2018.
7. Reviewing and approving the Report of the Supervisory Board on the audit of the financial statements and of the Directors’ Report of the Management Board for 2018.
8. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2018.
9. Reviewing and approving the Directors’ Report of the Management Board for 2018.
10. Reviewing and approving the Report of the Supervisory Board on the audit of the consolidated financial statements and of the Directors’ Report on the Capital Group Benefit Systems for 2018.
11. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2018.
12. Reviewing and approving the Directors’ Report of the Management Board on the activities of the Capital Group Benefit Systems for 2018.
13. Adopting the resolution on the appropriation of net profit for 2018.

14. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Management Board.
15. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Supervisory Board.
16. Adopting the resolution on acquiring the treasury shares of the Company Benefit Systems S.A. and on creating the reserve for acquiring the Company's treasury shares.
17. Closing the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the "Company")
of ____
on approving the Report of the Supervisory Board of the Company BENEFIT SYSTEMS S.A.
on the performed assessment of the reports of the Company for 2018

§1.

The Ordinary General Meeting of Shareholders hereby approves the Report of the Supervisory Board on the performed assessment of the financial statements and of the Directors' Report of the Management Board for 2018, as annexed to the Resolution of the Company's Supervisory Board.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the "Company")
of ____
on approving the financial statements of BENEFIT SYSTEMS S.A. for 2018

§1.

The Ordinary General Meeting of Shareholders hereby approves the financial statements of the Company under the business name Benefit Systems Spółka Akcyjna for the financial year 2018, which consists of:

- 1) the balance sheet as of 31 December 2018, showing total assets and total liabilities and equity in the amount of PLN 994,824 thousand (in words: nine hundred and ninety-four million eight hundred twenty-two thousand zloty),
- 2) the income statement for the financial year until 31 December 2018, showing inter alia:
 - a) net revenues from sales in the amount of PLN 787,413 thousand (in words: seven hundred eighty-seven million four hundred thirteen thousand zloty),
 - b) net profit in the amount of PLN 145,995 thousand (in words: one hundred forty-five million nine hundred ninety-five thousand zloty),
- 3) the additional information
- 4) the statement of cash flows for the financial year until 31 December 2018, showing a net balance of cash and cash equivalents in the amount of PLN 18,945 thousand (in words: eighteen million nine hundred forty-five thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2018, showing equity in the amount of PLN 690,936 thousand (in words: six hundred ninety million nine hundred thirty six thousand zloty).

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the Directors’ Report of the Company’s Management Board for 2018

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report of the Management Board of the Company BENEFIT SYSTEMS Spółka Akcyjna for 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the Report of the Supervisory Board of the Company BENEFIT SYSTEMS S.A.
on the performed assessment of the reports of the Capital Group Benefit Systems for 2018

§1.

The Ordinary General Meeting of Shareholders hereby approves the Report of the Supervisory Board on the performed assessment of the consolidated financial statements and of the Directors’ Report of the Capital Group Benefit Systems for 2018, as annexed to the Resolution of the Company’s Supervisory Board.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the consolidated financial statements of the Capital Group BENEFIT SYSTEMS

§1.

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2018, which consists of:

- 1) the balance sheet as of 31 December 2018, showing total assets and total liabilities and equity in the amount of PLN 1,088,665 thousand (in words: one billion eighty-eight million six hundred sixty-five thousand zloty),

- 2) the income statement for the financial year until 31 December 2018, showing inter alia:
 - a) net revenues from sales in the amount of PLN 1,219,571 thousand (in words: one billion two hundred nineteen million five hundred seventy-one thousand zloty),
 - b) net profit in the amount of PLN 116,190 thousand (in words: one hundred sixteen million one hundred ninety thousand zloty),
- 3) the additional information,
- 4) the statement of cash flows for the financial year until 31 December 2018, showing a net balance of cash and cash equivalents in the amount of PLN 75,819 thousand (in words: seventy-five million eight hundred nineteen thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2018, showing equity in the amount of PLN 566,969 thousand (in words: five hundred sixty-six million nine hundred sixty-nine thousand zloty).

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the Directors’ Report of the Management Board of the Company BENEFIT
SYSTEMS S.A on the activities of the Capital Group BENEFIT SYSTEMS

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report of the Management Board of the Company BENEFIT SYSTEMS S.A on the activities of the Capital Group BENEFIT SYSTEMS in 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)

of ____
on the appropriation of net profit for 2018

§1.

The Ordinary General Meeting of Shareholders hereby decides to allocate the total net profit of PLN 145,994,922.60 thousand (in words: one hundred forty-five million nine hundred ninety-four thousand nine hundred twenty two 60/100), to the statutory capital reserve.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Management Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mrs. Izabela Walczewska-Schneyder for the discharge of his duties as Member of the Management Board during 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Management Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mrs. Emilia Rogalewicz for the discharge of his duties as Member of the Management Board during 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Management Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Adam Radzki for the discharge of his duties as Member of the Management Board during 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Management Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Grzegorz Haftarczyk for the discharge of his duties as Member of the Management Board during 2018, since 1 January 2018 until 20 November 2018.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Management Board**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Arkadiusz Hanszke for the discharge of his duties as Member of the Management Board during 2018, since 1 January 2018 until 20 November 2018.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Management Board**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Wojciech Szwarec for the discharge of his duties as Member of the Management Board during 2018, since 23 July 2018 until 31 December 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. James Van Bergh for the discharge of his duties as a Member and as Chairman of the Supervisory Board of the Company during 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Marcin Marczuk for the discharge of his duties as a Member and as Deputy Chairman of the Supervisory Board of the Company during 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Artur Osuchowski for the discharge of his duties as a Member of the Supervisory Board of the Company during 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Michael Rohde Pedersen for the discharge of his duties as a Member of the Supervisory Board of the Company during 2018, since 12 June 2018 until 31 December 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Michael Sanderson for the discharge of his duties as a Member of the Supervisory Board of the Company during 2018.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on granting a vote of acceptance to the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mrs. Zofia Dzik for the discharge of her duties as a Member of the Supervisory Board of the Company during 2018, since 1 January 2018 until 12 June 2018.

§2.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on authorizing the Management Board to acquire the treasury shares in the name of and for the
Company, specifying the principles for the Company’s acquiring the treasury shares

In accordance with Art. 362 § 1 point 8 in relation to Art. 396 § 5 of the Commercial Companies Code, the Ordinary General Meeting of the Company Benefit Systems S.A. adopts the following:

§1.

1. The Ordinary General Meeting authorizes the Management Board to acquire up to 121,276 treasury shares (in words: one hundred twenty-one thousand two hundred seventy-six) in the name of and for the Company, i.e. 4.2% (in words: four and 2/10 percent) of the share capital of the Company with the total nominal value of up to PLN 121,276 (in words: one hundred twenty-one thousand two hundred seventy-six) until 31 December 2019, however not longer than the resources for acquiring the treasury shares have been used.

2. The treasury shares may be acquired only if fully paid.

3. The price of the acquired shares must not be lower than PLN 470 per share (in words: four hundred seventy zlotys) and not higher than PLN 1,100 per share (in words: one thousand one hundred).
4. The total price of the treasury shares increased by the acquisition costs during the period of the granted authorization must not exceed the value of the reserve created for this purpose in accordance with Resolution No. (...) of this General Meeting.
5. The treasury shares acquired by the Company may be used for:
 - a) financing the take-over of other entities on the market,
 - b) redemption,
 - c) selling further the treasury shares of the Company.

§2.

The shares may be acquired on a regulated market and outside thereof.

§3.

1. The Management Board of the Company is authorized to undertake any factual and legal actions to implement the provisions of this Resolution.
2. At its own discretion, the Management Board is authorized to decide about refraining from acquiring the Company's treasury shares or cancelling its implementation.

§4.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting
of company under the business name of BENEFIT SYSTEMS spółka akcyjna
with its registered seat in Warsaw (hereinafter, the "Company")
of ____, 2019.
concerning the establishing of a reserve capital for acquisition of the treasury shares of the
Company

On the basis of Article 362 § 2 Point 3 in conjunction with Article 348 § 1 of the Code of Commercial Companies, the Ordinary General Meeting of the Company hereby resolves as follows:

§ 1

1. The Company establishes a reserve capital towards the total purchase price of the treasury shares that the Company will acquire on the basis of Article 362 § 1 Point 8 of the Code of Commercial Companies, in the amount of PLN 57,000,000.00 (say: fifty seven million zlotys).
2. The funds for the reserve capital referred to in Item 1 above shall be transferred from the supplementary capital from the amounts, which, pursuant to Article 348 § 1 of the Code of Commercial Companies, may be allocated for distribution among the shareholders of the Company.
3. The General Meeting of the Company may change the amount of the reserve capital which is referred to in § 1.1 above.

§ 2

The resolution shall become effective as of the date of its adoption.