

**The amended draft resolutions, along with the statements of grounds thereof
for the General Meeting of Benefit Systems S.A.
(hereinafter, the “Company”).**

called for 25 June 2019, 3.00 p.m.

**proposed to be adopted under Item 16 of the announced agenda, i.e. concerning the
acquisition of the treasury shares of the Company and the establishing of capital reserves
for the acquisition of the treasury shares of the Company**

**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 granting of authorisation to the Management Board acting in the name and on
behalf of the Company to acquire the treasury shares of the Company, and concerning the
establishing of the principles for acquisition of the treasury shares by the Company**

On the basis of Article 362 § 1 Point 8 in conjunction with Article 396 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of the Company hereby resolves as follows:

§ 1

1. The General Meeting hereby authorises the Management Board to acquire, while acting in the name and on behalf of the Company, the treasury shares of the Company in a number not exceeding 121,276 (say: one hundred and twenty-one thousand two hundred and seventy-six) shares, i.e. 4.2 % (say: four and 2/10 per cent) of the share capital of the Company, with the total nominal value not exceeding 121,276 (say: one hundred and twenty-one thousand two hundred and seventy-six) zlotys, until 31 December 2019, however, not beyond the period in which the own funds appropriated for the acquisition of treasury shares will be exhausted.
2. Only the shares that are covered up in full may be subject to the acquisition.
3. The price of the acquired shares may not be lower than PLN 470 (say: four hundred and seventy zlotys) for one (1) share and not higher than PLN 1,100 (say: one thousand and one hundred zlotys) for 1 (one) share.
4. The total price for the acquisition of treasury shares on the basis of this authorisation increased by the costs of their acquisition may not be greater than the capital reserves to be established for that purpose on the basis of the respective resolution of this General Meeting.
5. The treasury shares to be acquired by the Company may only be appropriated for redemption.

§2.

The shares may be acquired either on or outside the regulated market.

§3.

1. The Management Board of the Company shall be authorised to undertake any and all factual and legal measures in order to perform the provisions of this resolution.
2. The Management Board of the Company shall be authorised to decide at their own discretion if and whether to withdraw from or withhold the execution of the acquisition of treasury shares.

§4.

The resolution shall become effective as of the date of 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 capital reserves 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 hereby establishes capital reserves that is appropriated for the covering of the total purchase price of acquisition by the Company of its treasury shares and of the costs of acquisition of the 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). The said funds shall be transferred from the supplementary capital that has been established out of sums that pursuant to Article 348 § 1 of the Code of Commercial Companies may be allocated for distribution among the shareholders of the Company;
2. Additionally, the capital reserves, in the amount as specified in sec. 1 above, shall be increased by funds amounting to PLN 9,906,382.60 (say: nine millions, nine hundred and six thousand three hundred and eighty-two and 60/100 zlotys) to be transferred from the reserve capitals that were established on the basis of resolution No. 21/12.06.2015 of the Ordinary General Meeting of the Company of 12 June 2015 (as subsequently amended by resolution No. 24/15.06.2016 of the Ordinary General Meeting of the Company of 15 June 2016) and have not been used up in full.
3. The capital reserves are established on the basis of this resolution with a view to the financing of the Company’s acquisition of its treasury shares on the basis of resolution No. [...] of this Ordinary General Meeting of the Company. The capital reserves established on the basis of this resolution are also appropriated for the settlement of accounts related to implementation of the Company’s treasury shares buy-back programmes.

4. The General Meeting of the Company may change the amount of the capital reserves that are referred to in sec. 1 above.

§2.

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

The statement of reasons of the resolutions proposed to be adopted under Item 16 of the agenda:

The granting of the authorisation to the Management Board to acquire the Company's treasury shares solely for the purpose of their redemption will constitute a form of transfer of the capital surpluses generated by the Company to its shareholders that is alternative to distribution of dividend. This means that the treasury shares to be acquired will not be used for the settlement of accounts of the acquisition transactions entered into by the Company or for resale so as to procure funds for implementation of long-term strategic goals.