

**Draft Resolutions of the Ordinary General Meeting (“General Meeting”)
of Shareholders of the Company Benefit Systems S.A.
(hereinafter referred to as the “Company”)
on 10 June 2020, at 11:00 a.m.**

Justification of resolutions:

The Resolutions mentioned in points **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.

The resolutions mentioned in points **16 – 17** of the agenda, need to be put to vote in connection with redemption of 63,242 of the Company’s own shares (the Treasury Shares) that have been acquired by the Company on the basis of consent granted by the shareholders in resolution No. 23/25.06.2019 of the Ordinary General Meeting of the Company of 25 June 2019, concerning the granting of an authorization to the Management Board to acquire, in the name and on behalf of the Company, its own shares, and determination of the rules of acquisition by the Company of its own shares. The redemption of the acquired treasury shares will entail decrease of the share capital.

The amendments to the Articles of Association of the Company mentioned in point **18** of the agenda are required in order to: (i) align the provisions of the Articles of Association to the applicable provisions of law; (ii) remove the provisions that do not apply to a public company any longer; (iii) remove the provisions concerning the contingent increase of the share capital under which shares have already been released and transferred to the share capital that has been paid out in full; and (iv) as a consequence of editorial revisions.

The resolution mentioned in point **19** of the agenda needs to be put to vote so that the General Meeting may adopt the “Policy for Remunerating Members of the Management Board and of the Supervisory Board of the Company (hereinafter the “Policy”) in conjunction with Article 90 d Sec. 1 of Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments into Organized Trade System and on Public Companies (published in Journal of Laws [Dz.U.] of 2019, Item 623, 1655, 1798 and 2217). In particular, the Policy incorporates the provisions of Chapter 4a: “Remuneration Policy and Payroll Report” of the amended Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments into Organized Trade System and on Public Companies.

The resolutions mentioned in point **20 - 24** of the agenda need to be put to vote due to merger of the Company with Fit Invest sp. z o.o. that was carried out pursuant to Article 492 §1 Item 1 of the Code of Commercial Companies, and took place in January 2019. The financial year of Fit Invest sp. z o.o., i.e. of the acquired company, coincided with the calendar year. At the time of acquisition of Fit Invest sp. z o.o., its financial year 2018 had ended. Therefore, in accordance Article 52 Sec. 1 and Article 69 Sec. 1 and 2 of Accounting Act of 29 September 1994 (published in Journal of Laws [Dz.U.] 2019. 351, i.e. on 2019.02.22), and in conjunction with Article 395 of the Code of Commercial Companies), the

financial statements for full financial year need to be prepared and approved. Due to the fact that the acquired company Fit Invest sp. z o.o. does no longer exist in the legal terms, and, consequently, has no governing bodies, such as the management board or shareholders meeting, that could prepare, and then approve financial statements for financial year 2018, being the acquiring company, the Company considers it necessary to prepare and approve the financial statements of the acquired company and to grant a vote of acceptance to the members of its governing bodies for the discharge of their duties.

**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
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 ____, at ____:

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 2019 and the assessment of the activities of the Supervisory Board during 2019.
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 2019.
8. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2019.
9. Reviewing and approving the Directors' Report of the Management Board for 2019.
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 2019.
11. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2019.
12. Reviewing and approving the Directors' Report of the Management Board on the activities of the Capital Group Benefit Systems for 2019.
13. Adopting the resolution on the appropriation of net profit for 2019.
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 redemption of shares in the Company
17. Adopting the resolution on reduction of the share capital and amendment to the Articles of Association of the Company.
18. Adopting the resolution on amendment to the Articles of Association of the Company
19. Adopting the resolution on adoption of "Policy for Remunerating Members of the Management Board and of the Supervisory Board of the Company"

20. Reviewing and approving the financial statements of the Fit Invest sp. z o.o. for 2018.
21. Reviewing and approving the Fit Invest sp. z o.o. Directors' Report of the Management Board for 2018.
22. Adopting the resolution on covering of net loss incurred by Fit Invest sp. z o.o. in financial year 2018.
23. Adopting the resolution on granting a vote of acceptance to the Fit Invest sp. z o.o. Management Board for 2018.
24. Adopting the resolution on granting a vote of acceptance to the Fit Invest sp. z o.o. Supervisory Board for 2018.
25. 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 2019

§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 2019, as annexed to the Resolution of the Company's Supervisory Board of 12 May 2020.

§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 2019

§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 2019, which consists of:

- 1) the balance sheet as of 31 December 2019, showing total assets and total liabilities and equity in the amount of PLN 1,814,175 thousand (in words: one billion eight hundred and fourteen million one hundred seventy-five thousand zloty),
- 2) the income statement for the financial year until 31 December 2019, showing inter alia:
 - a) net revenues from sales in the amount of PLN 934,449 thousand (in words: nine hundred thirty-four million four hundred forty-nine thousand zloty),
 - b) net profit in the amount of PLN 166,342 thousand (in words: one hundred sixty-six million three hundred forty-two thousand zloty),
- 3) the additional information,
- 4) the statement of cash flows for the financial year until 31 December 2019, showing a net balance of cash and cash equivalents in the amount of PLN 7,238 thousand (in words: seven million two hundred thirty-eight thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2019, showing equity in the amount of PLN 651,609 thousand (in words: six hundred fifty-one million six hundred 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 Company’s Management Board for 2019

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report of the Management Board of the Company Benefit Systems Spółka Akcyjna for 2019.

§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 2019

§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 2019, as annexed to the Resolution of the Company’s Supervisory Board number of 12 May 2020.

§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 for 2019

§1.

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2019, which consists of:

- 1) the balance sheet as of 31 December 2019, showing total assets and total liabilities and equity in the amount of PLN 2,079,629 thousand (in words: two billion seventy-nine million six hundred twenty-nine thousand zloty),
- 2) the income statement for the financial year until 31 December 2019, showing inter alia:
 - a) net revenues from sales in the amount of PLN 1,527,391 thousand (in words: one billion five hundred twenty-seven million three hundred ninety-one thousand zloty),
 - b) net profit in the amount of PLN 107,022 thousand (in words: one hundred seven million twenty-two thousand zloty),
- 3) the additional information,

- 4) the statement of cash flows for the financial year until 31 December 2019, showing a net balance of cash and cash equivalents in the amount of PLN 72,050 thousand (in words: seventy-two million fifty thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2019, showing equity in the amount of PLN 620,260 thousand (in words: six hundred twenty million two hundred sixty 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
Capital Group Benefit Systems for 2019

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report of the Management Board of the Capital Group Benefit Systems in 2019.

§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 2019

§1.

The Ordinary General Meeting of Shareholders hereby decides to allocate the total net profit of PLN 166,342,521.78 thousand (in words: one hundred sixty-six million three hundred forty-two thousand five hundred twenty one 78/100), 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 Ms. Emilia Rogalewicz for the discharge of her duties as Member of the Management Board during 2019.

§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 2019.

§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 Szwarc for the discharge of his duties as Member of the Management Board during 2019.

§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. Bartosz Józefiak for the discharge of his duties as Member of the Management Board during 2019, since 1 November 2019 until 31 December 2019.

§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 her duties as Member of the Management Board during 2019, since 1 January 2019 until 2 July 2019.

§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 Chairman of the Supervisory Board of the Company during 2019.

§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 Deputy Chairman of the Supervisory Board of the Company during 2019.

§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 2019.

§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 2019.

§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 2019.

§2.

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 ____
concerning redemption of shares in the Company

§ 1

1. Acting pursuant to Article 359 §1 and Article 359 §2 of the Code of Commercial Companies and pursuant to §11 of the Articles of Association of the Company, the Ordinary General Meeting hereby redeems 63,242 (sixty-three thousand two hundred and forty-two) ordinary bearer shares, each with the nominal value of PLN 1.00 (one and 00/100 zloty), with the total nominal value of PLN 63.242 (sixty-three thousand two hundred and forty-two zlotys), hereinafter referred to as the “**Treasury Shares**”), marked with the ISIN securities code: PLNBNFTS00018.
2. The Treasury Shares have been acquired by the Company on the basis of consent granted by the shareholders in resolution No. 23/25.06.2019 of the Ordinary General Meeting of the Company of 25 June 2019, concerning the granting of an authorization to the Management Board to acquire, in the name and on behalf of the Company, its own shares, and determination of the rules of acquisition by the Company of its own shares.
3. Decrease of the share capital of the Company resulting from the redemption of the Treasury Shares shall be carried out by way of amending the Articles of Association of the Company, pursuant to Article 360 § 2.2 of the Code of Commercial Companies, without observing the requirements set forth in Article 456 of the Code of Commercial Companies (providing for the proceedings to notify creditors (the so-called *postępowanie konwokacyjne*)), since the respective reward in the total amount of PLN 56,917,800.00 (fifty-six million nine hundred and seventeen thousand and eight hundred and 00/100 zlotys) was paid to the shareholders out of the sums that, pursuant to Article 348 § 1 of the Code of Commercial Companies, could be allocated for distribution, i.e. from the reserve capitals that had been established on the basis of resolution No. 24/25.06.2019 of the Ordinary General Meeting of the Company of 25 June 2019, concerning the establishing of the reserve capital for the purpose of acquisition of the Company’s own shares.

4. The decrease of the share capital and the related amendment to the Articles of Association of the Company shall be carried out and made on the basis of a separate resolution of the Ordinary General Meeting.

§2.

The resolution shall become effective as of the moment of its adoption, whereby the redemption of the Treasury Shares shall take place in accordance with Article 360 §4 of the Code of Commercial Companies, as of the moment of entering the decrease in the share capital of the Company in the register of business entities of the National Court Register.

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 ____
concerning reduction of the share capital and amendment to the Articles of Association of the
Company.

On the basis of Article 360 § 1 and § 4, in conjunction with Article 455 § 1 and § 2 of the Code of Commercial Companies and on the basis of §11 of the Articles of Association of the Company, it is hereby resolved as follows:

§1.

In connection with the adoption of Resolution No. [●] of the Ordinary General Meeting of the Company of 10 June 2020 (the “**Redemption Resolution**“) concerning the redemption of 63,242 (sixty-three thousand two hundred and forty-two) Company’s own bearer shares (the “**Treasury Shares**“) by the Company, the Ordinary General Meeting of the Company hereby decreases the share capital of the Company from the amount of PLN 2,859,142.00 (two million eight hundred and fifty-nine thousand one hundred and forty-two zlotys) down to the amount of PLN 2,795,900.00 (two million seven hundred and ninety-five thousand and nine hundred zlotys), i.e. by PLN 63,242 (sixty-three thousand and two hundred and forty-two zlotys), which corresponds to the total nominal value of the Treasury Shares being redeemed. The objective of the decrease in the share capital is to align the amount of the share capital of the Company with the total nominal value of the Company’s shares remaining after the redemption of the Treasury Shares.

§2.

The decrease of the share capital of the Company as referred to in §1. above, shall be carried out in accordance with Article 360 §2.2 of the Code of Commercial Companies, i.e. with the exclusion of the procedure to notify creditors that is provided for in Article 456 §1 of the Code of Commercial Companies, in conjunction with §1 Sec. 3 of the Redemption Resolution.

§3.

In connection with the decrease of the share capital of the Company as referred to in §1. above, the Ordinary General Meeting of the Company hereby amends § 6 Sec. 1 of the Articles of Association of the Company so that it reads as follows:

“The share capital of the Company shall amount to PLN 2,795,900.00 (two million seven hundred and ninety-five thousand and nine hundred zlotys), divided into 2.795.900 (two million seven hundred and ninety-five thousand nine hundred) ordinary bearer shares issued in the A - F series, each share with the nominal value of PLN 1.00 (one zloty).”

§4.

The resolution shall become effective as of the date of its adoption, however, it shall only become legally effective as of the moment when the registry court enters the amendment to the Articles of Association of the Company in the register of business entities of the National Court Register (KRS).

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 ____
concerning amendment to the Articles of Association of the Company.

§1.

1. The Ordinary General Meeting hereby amends the content of § 6 Sec. 3, § 6 Sec. 4 and § 6 Sec. 5 of the Articles of Association of the Company so that they read as follows:

“3. The contingent share capital of the Company shall amount to no more than PLN 100,000.00 (one hundred thousand zlotys) and shall be divided into no more than 100,000 (one hundred thousand) series E ordinary bearer shares, each with the nominal value of PLN 1.00 (one zloty).

4. The contingent increase of the share capital is aimed at the vesting of the right to subscribe for the series E shares in the holders of the Subscription Warrants that were issued by the Company on the basis of Resolution No. 21/15.06.2016 of the Ordinary General Meeting of 15 June 2016. Holders of the series G, H, I and J Subscription Warrants issued by the Company shall be eligible to subscribe for the series E shares.

5. The right to subscribe for the series E shares may be exercised until 30 September 2021.”

2. The Ordinary General Meeting hereby amends **§ 7 Sec. 2** of the Articles of Association of the Company so that it reads as follows:

“2. If a shareholder so requests, registered shares may be converted into bearer shares. Conversion of registered shares into bearer shares shall be carried out by the Management Board upon request submitted by a shareholder within thirty (30) days from the date of receipt of such a request,”

and by deleting **§ 7 Sec. 4** from the Articles of Association of the Company.

3. The Ordinary General Meeting hereby amends **§ 12 Sec. 4** of the Articles of Association of the Company so that it reads as follows:

“4. During the financial year, the Company may establish and dissolve reserve capitals and special-purpose funds by way of adopting a resolution of the General Meeting.”

4. The Ordinary General Meeting hereby amends **§ 15 Sec. 3** of the Articles of Association of the Company so that it reads as follows:

„3. Members of the Management Board shall be appointed and recalled by the Supervisory Board with the proviso that the Management Board of the first term of office has been appointed in a resolution of the Shareholders Meeting upon transformation of limited liability company Benefit Systems Spółka z ograniczoną odpowiedzialnością into joint stock company Benefit Systems Spółka Akcyjna. The Supervisory Board shall decide about the number of members of the Management Board and may appoint the President and the Vice President of the Management Board from among Management Board members. In the event that a mandate of a Management Board member expires before the lapse of specific term of office, the Supervisory Board shall promptly make up for such a vacancy in the panel of the Management Board.”

5. The Ordinary Shareholders Meeting hereby amends **§ 17 Sec. 2** and **§ 17 Sec. 5** of the Articles of Association of the Company so that they read as follows:

“2. Meetings of the Management Board shall be convened:

a) in the event that the President of the Management Board has been appointed - by the President of the Management Board, or, in the event of where it is necessary to act in lieu of the President of the Management Board, by a member of the Management Board appointed by the President of the Management Board to this end;

b) in the event that no President of the Management Board has been appointed: by any member of the Management Board or two (2) members of the Management Board acting jointly.

5. Resolutions of the Management Board shall be adopted with the absolute majority of votes. In the event of a tie, the President of the Management Board, provided that the Supervisory Board has nominated the President of the Management Board, shall have the casting vote.”,

and by adding **§ 17 Sec. 9**, with the following wording:

“9. The competencies to run the Company’s affairs have been internally distributed among the members of the Management Board of the Company. Specific scopes of competencies of individual members of the Management Board of the Company are specified in the by-laws of the Management Board.”

6. The Ordinary Shareholders Meeting hereby amends **§ 19** of the Articles of Association of the Company so that it reads as follows:

“1. Members of the Management Board may be engaged by the Company on the basis of employment contract or on the basis of a different civil law contract. Employment contracts or other contracts providing the basis for engagement of the members of Management Board, as well as other contracts between Management Board members and the Company shall be executed by a proxy to act on behalf of the Company who shall be appointed in a resolution of the General Meeting, or by the Supervisory Board who shall be represented to this end by its Chairperson authorized by the Supervisory Board to execute such civil law transactions.

2. In disputes with members of the Management Board, the Company shall be represented by the Supervisory Board or by a proxy appointed to this end in a resolution of the General Meeting in conformity with Article 379 §1 of the Code of Commercial Companies. The Supervisory Board may authorize, in a resolution, its Chairperson or another member of the Supervisory Board, to carry out such civil law transactions.

3. A member of the Management Board may not, unless they obtain a consent from the Supervisory Board to this end, pursue an activity competitive to the activity of the Company, cooperate with other entities on any basis whatsoever, in particular on the basis of employment contract, mandate contract, contract to perform specific task or hold, take up, subscribe for, or acquire shares or stocks in the competitive or in any other entities, or serve on any bodies of such other entities.”

7. The Ordinary Shareholders Meeting hereby amends **§ 20** of the Articles of Association of the Company so that it reads as follows:

“1. The Supervisory Board shall be composed of five (5) members who shall be appointed and recalled by the General Meeting.

2. Candidacies for members of the Supervisory Board should be notified to the Company no later than seven (7) days before the scheduled date of the General Meeting, along with the candidate’s biographical note and their declaration as to whether they meet the conditions set forth in Sec. 4 below.

3. Members of the Supervisory Board shall be appointed to a joint five-year term of office.

*4. As long as the Company continues to be an entity of public interest within the meaning of Statutory Auditor, Auditor’s Firms and Public Supervision Act of 11 May 2017 (hereinafter the “**Statutory Auditor, Auditor’s Firms and Public Supervision Act**”), at least two (2) members of the Supervisory Board should be independent and meet the independence criteria stipulated in Article 129 Sec. 3 of the Act (hereinafter, the “**Independent Members of the Supervisory Board**”). A failure to meet the requirement stipulated in sentence one above (in particular in the event of a failure to appoint, to the Supervisory Board, a member meeting the independence criteria, or if an independent member of the Supervisory Board has lost that status during the term of their mandate or in the event that the mandate of such an independent member of the Supervisory Board has expired) shall not trigger the Supervisory Board’s losing its status of a [governing] body of the Company or prevent adoption of valid resolutions by the Supervisory Board.*

In the event that the Management Board or the Supervisory Board receives from an Independent member of the Supervisory Board a statement to the effect that they no longer meet the independence criteria, as specified in Sec. 4 above, or the Management Board or the Supervisory Board obtains such an information from a different source, then, within two (2) days from receipt of the statement or becoming aware of the fact, the Management or the Supervisory Board shall convene the General Meeting to appoint a new Independent Member of the Supervisory Board.

5. In the event that a mandate of a member of the Supervisory Board expires due to their submitting of resignation or due to their death, the other members of the Supervisory Board may appoint a new member by adopting a resolution on cooptation. A member of the Supervisory Board so elected shall exercise their duties until a new member of the Supervisory Board is elected by the General Meeting. Provisions of Sec. 4 above shall apply to appointment of a member of the Supervisory Board in line with the principles stipulated in this Sec. 5, accordingly. The Supervisory Board may include no more than two (2) members who have been appointed in line with the above-specified principles.

6. Members of the Supervisory Board may be reappointed.”

8. The Ordinary Shareholders Meeting hereby amends § 22 Sec. 6 of the Articles of Association of the Company so that it reads as follows:

“6. Meetings of the Supervisory Board may also be held using means of distance communication.”

9. The Ordinary Shareholders Meeting hereby amends § 23 Sec. 3 of the Articles of Association of the Company so that it reads as follows:

“3. The Supervisory Board may adopt resolutions in writing or using means of distance communication. A resolution adopted using such means of communication shall only be valid if all members of the Supervisory Board have been informed about the content of draft resolution.”

10. The Ordinary Shareholders Meeting hereby amends the Articles of Association of the Company by adding § 26 with the following wording:

“1. As long as the Company shall remain an entity of public interest within the meaning of the Statutory Auditor, Auditor’s Firms and Public Supervision Act, the Supervisory Board shall appoint an audit committee that shall be composed at least of three (3) members, whereby most of the members of the audit committee shall meet the independence criteria, as referred to in § 20 Sec. 4 of the Articles of Association of the Company. With regard to the composition of the audit committee, provisions of the Statutory Auditor, Auditor’s Firms and Public Supervision Act shall apply.

2. The tasks of the audit committee shall include in particular:

- (a) the monitoring of: the financial reporting procedure, the effectiveness of the systems of: the internal control, the risk management, as well as the internal audit, in particular within the scope of the financial reporting and the exercising of the financial audit activities;*
- (b) exercising control of and monitoring the independence of the statutory auditor’s and of the auditor’s firm;*
- (c) informing the Supervisory Board about the outcomes of the audit and explaining of how the audit contributed to the accuracy of the financial reporting in the Company and of the role of the audit committee in the audit process;*
- (d) assessing the independence of the statutory auditor and granting consent to the auditor’s provision of the permitted services other than an audit with the Company;*
- (e) development of policy to choose the auditors’ firm to carry out the audit;*

(f) development of policy for the providing of the permitted services not constituting an audit by the auditors' firm auditing the financial statements, by its related entities and/or by a member of the auditors' firm's network:

(g) establishing the procedure for the Company's choice of an auditors' firm;

(h) submitting recommendations with a view to ensuring accuracy of the financial reporting at the Company;

3. The Supervisory Board may also appoint other committees. Specific tasks and the rules for the appointing and the functioning of the committees shall be provided in the by-laws of the Supervisory Board.”

and hereby changes the numbering of the existing sectioning units: §26 shall become §27; §27 shall become §28; §28 shall become §29; §29 shall become §30; §30 shall become §31; and §31 shall become §32.

11. The Ordinary Shareholders Meeting hereby amends **Sec. 4 and Sec. 6 of § 28 (i.e. § 29, after the change of the numbering)**, of the Articles of Association of the Company, so that they read as follows:

“4. Subject to Sec. 5 below, resolutions concerning: (i) removal of an item that has already been included in the agenda from the debates shall require the majority of three fourths (3/4) of the votes cast, with the shareholders representing at least 50% of the share capital of the Company being present. In the event that removal of an item from the agenda is requested by the Management Board of the Company, the resolution shall require the absolute majority of votes.

6. Adoption of a resolution concerning holding a shareholder to account vis-a-vis the Company for whatever reason shall require the majority of three fourths (3/4) of votes with of the shareholders representing at least 50% of all the shares in the Company entitling to voting on adoption of such a resolution being present.”

12. The Ordinary Shareholders Meeting hereby amends **§ 30 (i.e. § 31 after the change of the numbering)** of the Articles of Association of the Company so that it reads as follows:

“Participation in General Meeting using electronic means of communication shall be allowed provided that a notice of specific General Meeting notifies of that option. The above-specified mode of participation shall include in particular:

1. broadcast of the General Meeting s session in the real time;

2. *bilateral communication in the real time, as part of which shareholders will be able to speak during the session of the General Meeting while staying at a place different from the place at which the session of the General Meeting is held; and*
3. *exercising, by shareholder(s) their voting right in the course of the General Meeting, whether personally or through their proxy (ies)."*

13. The Ordinary Shareholders Meeting hereby amends **Sec. 1 of § 31 (i.e. § 32 after the change of the numbering)**, of the Articles of Association of the Company so that it reads as follows:

"1. The Company shall place its announcements that are required by law in official gazette of the Republic of Poland: "Monitor Sądowy i Gospodarczy," subject to § 28 Sec. 35 of these Articles of Association. In the instances provided by law, the Company may place its announcements on its website."

§2.

The resolution shall become effective as of the date of its adoption, however, it shall only become legally effective as of the moment when the registry court enters the amendment to the Articles of Association of the Company covered by this resolution in the register of business entities of the National Court Register (KRS).

§3.

The Ordinary General Meeting hereby authorizes the Supervisory Board of the Company to establish consolidated text of the Articles of Association of the Company reflecting the amendments introduced pursuant to the resolutions of the Ordinary General Meeting of 10 June 2020, No. [●] and No. [●].

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 ____
concerning adoption of "Policy for Remunerating Members of the Management Board
and of the Supervisory Board of the Company"

§1.

Acting pursuant to Article 90 d Sec. 1 of Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (i.e. Journal of Laws [Dz.U.] of 2019, Item 623, 1655, 1798 and 2217), the Ordinary General Meeting hereby decides to adopt "Policy for Remunerating Members of the Management

Board and of the Supervisory Board of Benefit Systems S.A.” with its wording as specified in the Appendix to this Resolution.

§2.

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 ____
concerning approval of the 2018 financial statements of Fit Invest sp. z o.o.

§1.

The Ordinary General Meeting hereby approves the financial statements of Fit Invest sp. z o.o. for financial year 2018, including:

- 1) balance sheet as at 31 December 2018, showing, on the assets and liabilities side, the carrying amount of PLN 309,342 thousand (three hundred and nine million three hundred and forty two thousand zlotys);
- 2) profit and loss account showing, for financial year ended on 31 December 2018, among other things:
 - a) net revenues from sales of PLN 5,521 thousand (five million five hundred and twenty-one thousand zlotys);
 - b) net loss of PLN 16,285 thousand (sixteen million two hundred and eighty-five thousand zlotys);
- 3) the additional information;
- 4) cash flow statement, showing as at 31 December 2018, net cash of PLN 219 thousand (two hundred and nineteen thousand); and
- 5) statement of changes in equity, showing as at 31 December 2018, equity of PLN 79,368 thousand (seventy-nine million and three hundred and sixty-eight thousand zlotys).

§2.

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 ____

concerning approval of the 2018 company's report of Fit Invest sp. z o.o.

§1.

The Ordinary General Meeting hereby approves the company's report of Fit Invest sp. z o.o. for year 2018

§2.

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 ____
concerning the covering of net loss incurred by
Fit Invest sp. z o.o. in financial year 2018**

§1.

Due to the fact that on 14 January 2019, the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, registered the merger of the Company with company Fit Invest sp. z o.o., with the merger procedure conducted pursuant to Article 492 §1.1 of the Code of Commercial Companies, the Ordinary General Meeting hereby decides to refrain from adoption of resolution concerning the covering of net loss incurred by Fit Invest sp. z o.o. in financial year 2018.

§2.

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
of ____
on granting a vote of acceptance to the Management Board of Fit Invest sp. z o.o.**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Jakub Raniszewski for the discharge of his duties as Member of the Management Board of Fit Invest sp. z o.o. during 2018.

§2.

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
of ____
on granting a vote of acceptance to the Management Board of Fit Invest sp. z o.o.**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Kazimierz Pułaski for the discharge of his duties as Member of the Management Board of Fit Invest sp. z o.o. during 2018.

§2.

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
of ____
on granting a vote of acceptance to the Management Board of Fit Invest sp. z o.o.**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Przemysław Szczyński for the discharge of his duties as Member of the Management Board of Fit Invest sp. z o.o. during 2018 since 1 March 2018 until 31 December 2018.

§2.

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
of ____
on granting a vote of acceptance to the Management Board of Fit Invest sp. z o.o.

§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 of Fit Invest sp. z o.o. during 2018 since 1 January 2018 until 19 November 2018.

§2.

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
of ____
on granting a vote of acceptance to the Supervisory Board of Fit Invest sp. z o.o.

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mrs. Izabela Walczewska-Schneyder for the discharge of her duties as a Member of the Supervisory Board of Fit Invest sp. z o.o. during 2018.

§2.

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
of ____
on granting a vote of acceptance to the Supervisory Board of Fit Invest sp. z o.o.

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Adam Radzki for the discharge of her duties as a Member of the Supervisory Board of Fit Invest sp. z o.o. during 2018.

§2.

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
of ____
on granting a vote of acceptance to the Supervisory Board of Fit Invest sp. z o.o.**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Wojciech Szwarz for the discharge of her duties as a Member of the Supervisory Board of Fit Invest sp. z o.o. during 2018.

§2.

The Resolution enters into force upon its adoption.