

Notice of calling the Extraordinary General Meeting of Benefit Systems S.A. to be held at 11:00 a.m. on 4 October, 2019

I. Date and agenda of the General Meeting

Acting on the basis of Article 398 and Article 402(1) § 1 of the Code of Commercial Companies (hereinafter, the “CCC”), the Management Board of Benefit Systems S.A. with its registered seat in Warsaw (hereinafter, the “Company”) hereby convenes an Extraordinary General Meeting of the Company to be held on at 11:00 a.m. on 4 October, 2019 (hereinafter, the “General Meeting”). The General Meeting will be held at the registered seat of the Company in Warsaw, at the offices at Plac Europejski 2, XIth floor, with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairperson of the General Meeting.
3. Stating that the General Meeting was duly convened and is capable of adopting valid resolutions.
4. Election of the Ballot Counting Commission.
5. Acceptance of the agenda.
6. Presentation of the material contents of the plan of merger with Zdrofit spółka z ograniczoną odpowiedzialnością, Fabryka Formy spółka akcyjna, Fitness Academy BIS spółka z ograniczoną odpowiedzialnością, Fitness Place spółka z ograniczoną odpowiedzialnością to the shareholders of the Company along with all the material changes within the assets and liabilities of the Company which occurred from the date of preparation of the merger plan to 4 October, 2019.
7. Adoption of resolution concerning a plan of merger of the Company with Zdrofit spółka z ograniczoną odpowiedzialnością, Fabryka Formy spółka akcyjna, Fitness Academy BIS spółka z ograniczoną odpowiedzialnością, Fitness Place spółka z ograniczoną odpowiedzialnością along with the granting of consent for the plan of merger of the companies.
8. Any other business.
9. Closing of the Meeting.

II. Description of the procedure for participation in the General Meeting

Shareholder(s) representing at least one twentieth (1/20) part of the share capital may request inclusion of specific matters in the agenda of the Meeting. The request should include a statement of grounds thereof or a draft resolution concerning the proposed item of the agenda and should be sent to the Company in writing or via e-mail to: wz@benefitsystems.pl, on 13 September, 2019, at the latest.

Shareholders submitting this request to the Company's Management Board should properly document their authorization to exercise this right and in particular the fact of representing the appropriate amount of the Company's share capital.

The Company's Management Board is obligated to immediately, however not later than eighteen days before the scheduled date of the General Meeting, announce changes to the agenda introduced at the request of shareholders. The announcement is made in a manner appropriate for convening the General Meeting.

Before the date of the General Meeting, Shareholder(s) representing at least one twentieth (1/20) part of the share capital may propose, whether in writing or via e-mail sent to: wz@benefitsystems.pl, draft resolutions concerning items included in the agenda of the General Meeting or matters that are to be included in the agenda. The shareholders should document their authorization to exercise this right by providing relevant documents in writing, and in particular the fact of representing an appropriate share in the Company's capital.

During the General Meeting, each shareholder may propose draft resolutions concerning the items included in the agenda of the Meeting.

Shareholders may participate in the General Meeting in person or through a proxy.

A power of attorney to participate in a General Meeting of the Company and to exercise the voting right should be granted in writing or in an electronic form. The power of attorney to participate in the General Meeting of the Company and to exercise the right of vote should be granted in writing or in electronic form and delivered at the e-mail address wz@benefitsystems.pl (at the latest by 09.00 on the day of the General Meeting). A power of attorney granted and sent via electronic mail does not require a secure electronic signature that is verifiable using a valid qualified certificate. As of the date of publication of this notice, forms of model power of attorney to be granted and sent via electronic mail and forms of voting through a proxy can be downloaded from the Company's web site: www.benefitsystems.pl, section: Investors/Corporate governance/General Meeting.

A power of attorney granted and sent via electronic mail by a shareholder who is a natural person should contain the shareholder's particulars allowing their identification, including in particular: first name and family name, residence address, personal identification number PESEL, details of the shareholder's identity document: number, date of issuance, name of the issuing authority. A power of attorney granted and sent in an electronic form by a shareholder who is not a natural person should contain the data, as specified in the foregoing sentence, in relation to the persons granting the power of attorney on behalf of the shareholder.

A notice that a shareholder has granted power of attorney in an electronic form should be accompanied by scan(s) of identity document(s) of the shareholder or persons representing the shareholder - if the aforesaid shareholder is not a natural person.

The Company also undertakes other appropriate actions to identify the shareholder and proxy to verify the validity of the power of attorney granted in electronic form, whereby the actions should be proportionate.

All representatives of legal persons should carry extract from the relevant register, whether in original or in a copy certified by notary for its conformity with the original (unless a scan of such an extract has been sent to the Company together with a power of attorney granted in electronic form). Shareholders and their representatives should also carry their identity documents.

In accordance with rules and regulations of the General Meeting of the Company, participation in, speaking and exercising of the right to vote by means of electronic instruments of communication or voting by correspondence is not permitted.

Registration of shareholders shall start a half an hour before commencement of the General Meeting.

III. The date of registration of participation in the General Meeting falls on 18 September, 2019.

Only those who were shareholders on the date of registration of participation in the General Meeting, i.e. sixteen (16) days before the date of the General Meeting, shall be entitled to participate in the General Meeting.

In order to participate in the General Meeting, an appropriate registration must be made through the entity maintaining the securities account. Namely, at the request of the holder entitled to be dematerialized bearer shares of the Company, submitted not earlier than after the announcement of convening the General Meeting and no later than the first weekday after the date of registration of participation in the General Meeting (i.e. on 19 September 2019), the entity maintaining the account securities issues a certificate of the right to participate in the General Meeting. At the request of the person authorized in the content of the certificate, a part or all of the Company's shares registered on his securities account should be indicated.

An individual entitled to participate in the General Meeting may obtain the full text of the documentation which is to be presented to the General Meeting as well as the draft resolutions at the offices of the Management Board of the Company in Warsaw, at Plac Europejski 2. A list of shareholders who are entitled to participate in the General Meeting will also be made available for review at the aforesaid offices (for three weekdays before the General Meeting). The shareholder may request that a list of shareholders entitled to participate in the General Meeting be sent to him free of charge via e-mail, giving the address to which the list should be sent.

All information concerning the General Meeting will be available at the Company's web site, at: www.benefitsystems.pl/dla-inwestora/lad-korporacyjny/walne-zgromadzenie/

IV. Draft resolutions

Attached to this current report are draft resolutions, along with statements of grounds thereof, for the General Meeting of the Company.