

FORM

**TO EXERCISE VOTING RIGHT BY A PROXY AT THE ORDINARY GENERAL MEETING
OF BENEFIT SYSTEMS S.A.**

WITH ITS REGISTERED OFFICE IN WARSAW ON 29 JUNE 2021.

Shareholder (natural person):

Mr /Ms

.....

FIRST NAME AND FAMILY NAME OF THE SHAREHOLDER

holder of identity card

NUMBER AND SERIES OF SHAREHOLDER'S IDENTITY CARD

issued by

.....

NAME OF THE ISSUING AUTHORITY

.....

SHAREHOLDER'S PERSONAL IDENTIFICATION NUMBER (PESEL)

.....

SHAREHOLDER'S TAX IDENTIFICATION NUMBER (NIP)

.....

NUMBER OF SHARES

Shareholder's contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

Shareholder (legal person or another organisational unit):

.....

ENTITY'S NAME

.....

NUMBER UNDER WHICH THE ENTITY WAS ENTERED IN THE NATIONAL COURT REGISTER (KRS) (THE KRS NUMBER) OR ANOTHER REGISTER AND NAME OF THE REGISTRY COURT / REGISTER

.....

NUMBER OF SHARES

Shareholder's (legal person or other organisational unit) contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

Hereby appoints, as their proxy,

Mr /Ms

.....

FIRST NAME AND FAMILY NAME OF THE PROXY

holder of identity card

NUMBER AND SERIES OF THE PROXY'S IDENTITY CARD

issued by

.....

NAME OF THE ISSUING AUTHORITY

.....

PROXY'S PERSONAL IDENTIFICATION NUMBER (PESEL)

.....

PROXY'S TAX IDENTIFICATION NUMBER (NIP)

Proxy's contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

to represent the Shareholder at the Ordinary General Meeting of Benefit Systems S.A. with its registered seat in Warsaw, which was called to be held on 29 June 2021.

The Proxy shall be authorised to ...

.....
.....
.....
.....

**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.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

**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.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020 and the assessment of the activities of the Supervisory Board during 2020.

7. Reviewing and approving the Report of the Supervisory Board on the performed assessment of the financial statements and of the Directors' Report on the Activities of the Management Board for 2020.
8. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2020.
9. Reviewing and approving the Directors' Report on the Activities of the Management Board for 2020.
10. Reviewing and approving the Report of the Supervisory Board on the performed assessment of the consolidated financial statements and of the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2020.
11. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2020.
12. Reviewing and approving the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2020.
13. Adopting the resolution on the appropriation of net loss for 2020.
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 expressing an opinion on the 2019 and 2020 Remuneration Report.
17. Adopting the resolution on amendment to the Articles of Association of the Company
18. Adopting the resolution on change of the purpose of allocation of 63.242 treasury shares purchased by the Company pursuant to Resolution No. 23/25.06.2019 of the Ordinary General Meeting of June 25, 2019, to amend Resolution No. 23/25.06.2019 of the Ordinary General Meeting of June 25, 2019 and to adopt its consolidated text.
19. Closing the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote "for"

Vote "against"

Vote "abstaining"

Voting by means of ticking the appropriate checkbox with a cross ("X")

Raising an objection to resolution: YES/NO *)

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 financial statements and of the Directors’ Report on the
Activities of the Management Board for 2020 of the Company for 2020

§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 on the Activities of the Management Board for 2020, as annexed to the Resolution of the Company’s Supervisory Board of 2 June 2021.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020

§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 2020, which consists of:

- 1) the balance sheet as of 31 December 2020 showing total assets and total liabilities and equity in the amount of PLN 1,861,900 thousand (in words: one billion eight hundred sixty-one million nine hundred thousand zloty),
- 2) the income statement for the financial year until 31 December 2020, showing inter alia:
 - a) net revenues from sales in the amount of PLN 651,738 thousand (in words: six hundred fifty-one million seven hundred thirty-eight thousand zloty),
 - b) net loss in the amount of PLN 81,662 thousand (in words: eighty-one million six hundred sixty-two thousand zloty),
- 3) the additional information,
- 4) the statement of cash flows for the financial year until 31 December 2020, showing a net balance of cash and cash equivalents in the amount of PLN 170,560 thousand (in words: one hundred seventy million five hundred sixty thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2020, showing equity in the amount of PLN 600,995 thousand (in words: six hundred million nine hundred ninety-five thousand zloty).

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote "for"

Vote "against"

Vote "abstaining"

Voting by means of ticking the appropriate checkbox with a cross ("X")

Raising an objection to resolution: YES/NO *)

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 on the Activities of the Company’s Management Board for

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report on the Activities of the Management Board of the Company Benefit Systems Spółka Akcyjna for 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 consolidated financial statements and of the Directors’ Report
of the Management Board on the Activities of the Capital Group Benefit Systems for 2020

§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

Management Board on the Activities of the Capital Group Benefit Systems for 2020, as annexed to the Resolution of the Company's Supervisory Board of 2 June 2021.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote "for"

Vote "against"

Vote "abstaining"

Voting by means of ticking the appropriate checkbox with a cross ("X")

Raising an objection to resolution: YES/NO *)

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 2020

§1.

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2020, which consists of:

- 1) the balance sheet as of 31 December 2020, showing total assets and total liabilities and equity in the amount of PLN 2,044,303 thousand (in words: two billion forty-four million three hundred three thousand zloty),
- 2) the income statement for the financial year until 31 December 2020, showing inter alia:
 - a) net revenues from sales in the amount of PLN 1,033,736 thousand (in words: one billion thirty-three million seven hundred thirty-six thousand zloty),

- b) net loss in the amount of PLN 98,692 thousand (in words: ninety-eight million six hundred ninety-two thousand zloty),
- 3) the additional information,
- 4) the statement of cash flows for the financial year until 31 December 2020, showing a net balance of cash and cash equivalents in the amount of PLN 223,780 thousand (in words: two hundred twenty-three million seven hundred eighty thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2020, showing equity in the amount of PLN 523,000 thousand (in words: five hundred twenty-three million zloty).

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 on the Activities of the
Capital Group Benefit Systems for 2020

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report of the Management Board on the Activities of the Capital Group Benefit Systems in 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020

§1.

The Ordinary General Meeting of Shareholders hereby decides to cover the total net loss of PLN 81,661,936.84 thousand (in words: eighty-one million six hundred sixty-one thousand nine hundred thirty-seven zlotys), from future earnings.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 2020.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/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 (the “Company”)
of ____ 2021
concerning opinion on the 2019-2020 remuneration report

§1.

Pursuant to Article 359 §21 of the Commercial Companies Code in connection with Article 90g(6) of the Act of 29 July 2005 on Public Offerings and Conditions for Introducing Financial Instruments into the Organised Trading System and on Public Companies, the Ordinary General Meeting expresses a positive opinion on the report concerning remuneration for 2019 and 2020, taking into account the independent auditor's KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. report on the assessment of this report within the scope stipulated by law.

§2.

The resolution shall enter into force upon adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/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 amendment to the Articles of Association of the Company.

§1.

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

“1. The share capital of the Company amounts to PLN 2,894,287.00 (say: two million eight hundred ninety-four thousand and two hundred and eighty-seven zlotys) and is divided into 2,894,287.00 (say: two million eight hundred ninety-four thousand and two hundred and eighty-seven) ordinary shares, each with the nominal value of PLN 1.00 (say: one zloty), including:

- (a) 2,204,842 (say: two million two hundred and four thousand eight hundred and forty-two) series A bearer shares numbered from A0000001 to A2204842;*
- (b) 200,000 (say: two hundred thousand) series B bearer shares numbered from B000001 to B200000;*
- (c) 150,000 (say: one hundred and fifty thousand) ordinary series C bearer shares, each with the nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 6/2010 of the Extraordinary General Meeting of 24 November 2010;*
- (d) 120,000 (say: one hundred and twenty thousand) ordinary series D bearer shares, each with the nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 19/31.05.2012 of the Ordinary General Meeting of 31 May 2012;*
- (e) 35,445 (say: thirty-five thousand four hundred forty-five) ordinary series E bearer shares, each with nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 21/15.06.2016 of the Ordinary General Meeting of 15 June 2016*
- (f) 184,000 (say: one hundred and eighty four thousand) ordinary series F bearer shares, each with the nominal value of PLN 1.00 (say: one zloty).*

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,”. 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 (...) 2021, No. [●] and No. [●].

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/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 (the “Company”)
of ____ 2021**

concerning change of the purpose of allocation of 63.242 treasury shares purchased by the Company pursuant to Resolution No. 23/25.06.2019 of the Ordinary General Meeting of June 25, 2019, to amend Resolution No. 23/25.06.2019 of the Ordinary General Meeting of June 25, 2019 and to adopt its consolidated text

§1.

1. The Ordinary General Meeting resolves to change the purpose of allocation of 63,242 own shares acquired by the Company for redemption (the “**Treasury Shares**”) pursuant to Resolution No. 23/25.06.2019 of the Ordinary General Meeting of 25 June 2019 (the “**Resolution**”) so that the Treasury Shares may be allocated for:
 - a. financing the transactions of acquisition of other entities from the market;
 - b. redemption;
 - c. further resale of the Company's treasury shares.
2. In connection with the §1.1 above, the Ordinary General Meeting shall amend **§1.5 of the Resolution** so that it shall read as follows:

- “5. The treasury shares acquired by the Company may be allocated for:*
- a. financing of the transactions of acquisition of other entities from the market;*
 - b. redemption;*
 - c. further resale of the Company's treasury shares.”*

§2.

In connection with the provisions of §1, the Ordinary General Meeting **hereby adopts the consolidated text of the Resolution with the following wording:**

“Pursuant to Article 362 § 1.8 and Article 396 § 5 of the Commercial Companies Code, the Ordinary General Meeting of the Company resolves as follows:

§1.

- 1. The General Meeting authorises the Management Board to acquire, in the name and on behalf of the Company, the Company's own shares in a total number not greater than 121,276 (in words: one hundred and twenty-one thousand two hundred and seventy-six) shares, i.e. 4.2% (in words: four and 2/10th per cent) of the Company's share capital, with the total nominal value not greater than PLN 121,276 (in words: one hundred and twenty-one thousand two hundred and seventy-six zlotys), by 31 December 2019, however no longer than until the funds earmarked for the acquisition of the Company's own shares are exhausted.*
- 2. Only fully paid-up shares may be acquired.*
- 3. The price of the acquired shares may not be lower than PLN 470 (in words: four hundred and seventy zlotys) per 1 (in words: one) share or higher than PLN 1,100 (in words: one thousand and one hundred zlotys) per 1 (in words: one) share.*
- 4. The total price of the Company's own shares acquired on the basis of this authorisation, increased by the costs of their purchase, may not be higher than the reserve capital established to this end by a relevant resolution of the General Meeting.*
- 5. The treasury shares acquired by the Company may be used for:*
 - a. financing of the transactions of acquisition of other entities from the market;*
 - b. redemption;*
 - c. further resale of the Company's treasury shares.*

§2.

The shares may be purchased on or off the regulated market.

§3.

- 1. The Company's Management Board shall be entitled to undertake any and all actual and legal steps with a view to implementing the provisions of this resolution.*
- 2. The Company's Management Board, at its own discretion, shall be entitled to decide to withdraw from or discontinue the transaction of the acquisition of the treasury shares.*

§4.

The resolution shall become effective upon its adoption."

§3.

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

Instruction for the Proxy on how to vote on resolution No. [...]

Vote "for"

Vote "against"

Vote "abstaining"

Voting by means of ticking the appropriate checkbox with a cross ("X")

Raising an objection to resolution: YES/NO *)