

**Draft Resolutions with statement of grounds to be passed at the Extraordinary General Meeting of Shareholders of Benefit Systems S.A. (the “Company”) convened for 14 September, 11:00 am**

**Statement of grounds to draft resolutions to be passed at the Extraordinary General Meeting convened for 14 September 2020.**

With regard to the resolution specified under Item 6 of the agenda (the “Resolution”), the Management Board of Benefit Systems S.A. (the “Company” or the “Issuer”) would like to note that the gist of the Resolution is that the Company will extend loans to the employees of the Company and of its subsidiaries (with the exception of the Members of the Management Board of the Issuer) (hereinafter referred to as the “Employees”) who have been vested with the G, H and I series warrants as part of the 2017-2020 Incentive Plan for the Senior and Middle Management Staff of the Capital Group of the Company (the “Incentive Plan”) and who, therefore, are eligible to take up series E shares in the Company that will be issued on the basis of resolution No. 21/15.06.2016 of the Ordinary General Meeting of 15 June 2016 (the “Shares”). The loans are aimed at facilitating the Employees to take up shares with a view to replenishing their own funds.

The adoption of the Resolution by the General Meeting will allow for the settlement of a substantial part of the Incentive Plan this year thus securing additional funds for the Company under the circumstances of increased market uncertainty attributable to the COVID-19 pandemics.

The Resolution falls within the mechanism of the Incentive Plan, which, according to the Management Board of the Issuer, had a significant positive impact on the financial results generated by the Company and its Capital Group in the past years and provides incentives for its key executive staff members and helps building their affiliation to the Company thus contributing to the creation of a long-term growth in the Issuer’s value.

The risk carried by the Company will be addressed by way of appropriate collaterals for the loans (including in particular, promissory notes or statements to be made pursuant to Article 777 of the Code of Civil Procedure). The loans will be granted for short terms, i.e. for the period starting with respective Employee’s taking up the Shares and ending when they can be sold, as promptly as possible, after they are registered with the National Depository of Securities (KDPW) and admitted to trading on the Warsaw Stock Exchange (GPW), however, the terms of the loans may not be longer than three months. The loans will be granted in amounts covering no more than 80% of the value of the Shares to be taken up by individual Employees and bear interest equal to WIBOR1M plus margin.

**Resolution No. \_\_\_\_**  
**of the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting of Shareholders hereby elects the Counting Committee composed of [●].

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. \_\_\_\_**  
**of the Extraordinary 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 Extraordinary General Meeting of Shareholders hereby approves the agenda of the General Meeting which takes place on 14 September 2020, 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. Adoption the resolution concerning the creation of reserve earmarked for loans to be granted to employees of the Company and of its subsidiaries with the intention to finance their acquisition of shares in the Company.
7. Closing the General Meeting.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. \_\_\_\_**  
**of the Extraordinary General Meeting**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**  
**with its registered seat in Warsaw (hereinafter, the “Company”)**  
**of \_\_\_\_, 20\_\_,**  
**concerning the creation of reserve capital earmarked for loans to be granted to employees of the**  
**Company and of its subsidiaries with the intention to finance their acquisition of shares of the**  
**Company**

## §1.

1. Acting pursuant to Article 345 §1, §4 and §8 in conjunction with Article 396 §1 and §4 of the Commercial Companies Code, the Extraordinary General Meeting of the Company hereby decides to establish reserve capital in the amount of: 13,000,000 (say: thirteen million) PLN (the “**Reserve Capital**”).
2. The Reserve Capital is established so as to facilitate employees of the Company and of its subsidiaries - who are eligible within the meaning of § 2.1 of Resolution No. 21/15.06.2016 of the Ordinary General Meeting of the Company of 15 June 2016 concerning an Amendment to the Articles of Association of the Company and the Issuance of Subscription Warrants of the G, H, I and J series, with the Right of Priority to Take up Series E Shares and a Contingent Increase of the Share Capital by way of Issuance of Series E Shares, Whereby the Existing Shareholders should be Deprived of the Preemptive Right (the “**Resolution**”) - taking up series E shares in the Company issued on the basis of the Resolution (the “**Shares**”), by way of providing an opportunity that the Company may extend loans to the employees with a view to financing 80% of the value of the contribution in cash that the employees must make as a payment for the Shares they will take up; the decision whether to grant the loan or not will be made by the Management Board of the Company case by case at their free discretion.
3. The Reserve Capital will be created out of transferred funds that, pursuant to Article 348 §1 of the Commercial Companies’ Code could be allocated for distribution among the shareholders, i.e. by way of transfer of the amount of 13,000,000 (say: thirteen million) PLN from the supplementary capital to the Reserve Capital.

## §2.

Any funds of the Reserve Capital not spent to facilitate granting the loan as discussed in §1.2 above, will be transferred back to the Supplementary Capital of the Company after the lapse of the deadline, i.e. after 30 September 2021, whereby the Reserve Capital will be reversed.