

FORM

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

WITH ITS REGISTERED OFFICE IN WARSAW ON 14 SEPTEMBER 2020.

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 Extraordinary General Meeting of Benefit Systems S.A. with its registered seat in Warsaw, which was called to be held on 14 September 2020.

The Proxy shall be authorised to ...

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

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.

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 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.

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 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 ____, 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.

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 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.

§3.

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 *)