

## **Announcement on convening the Extraordinary General Meeting of Shareholders of Benefit Systems S.A. on 16 November 2020, at 11:00 a.m.**

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### **I. Date and agenda of the General Meeting**

In accordance with Art. 398 of the Commercial Companies Code, Art. 402<sup>1</sup> § 1 of the Commercial Companies Code the Management Board of Benefit Systems S.A. with its registered office in Warszawa (hereinafter referred to as the “**Company**”) convenes the Extraordinary General Meeting of the Company Benefit Systems S.A. to take place on 16 November 2020, at 11:00 a.m. (hereinafter referred to as the “**General Meeting**”). The General Meeting will take place in the registered office of the Company in Warszawa, Plac Europejski 2, floor XI, and will have the following agenda:

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 material contents of the plan of merger with FitSport Polska sp. z o.o. 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 16 November, 2020.
7. Adoption of resolution concerning a plan of merger of the Company with FitSport Polska sp. z o. o. along with the granting of consent for the plan of merger of the companies.
8. Any other business.
9. Closing the General Meeting.

### **II. Procedures concerning the participation in the General Meeting**

A shareholder or shareholders representing at least 1/20 of the share capital may request that certain matters be placed on the agenda of the General Meeting. The request should contain a justification or a draft resolution concerning the proposed matter of the agenda and should be delivered to the Company in writing or in electronic form at the e-mail address [wz@benefitsystems.pl](mailto:wz@benefitsystems.pl), however not later than October 26<sup>th</sup>, 2020, while the shareholders should document their authorization to exercise this right by providing relevant documents in writing.

A shareholder or shareholders representing at least 1/20 of the share capital may submit to the Company draft resolutions concerning matters placed on the agenda of the General Meeting or those that are to be placed prior to the date of the General Meeting, in writing or by electronic mail at the e-mail address [wz@benefitsystems.pl](mailto:wz@benefitsystems.pl). The shareholders should document their authorization to exercise this right by providing relevant documents in writing.

During the General Meeting, each of the shareholders may submit draft resolutions concerning the matters placed on the agenda.

The shareholders are authorized to participate in the General Meeting in person or through a proxy.

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](mailto:wz@benefitsystems.pl) (at the latest by 8.00 on the day of the General Meeting). The power of attorney granted in electronic form does not require a secure electronic signature verified using a valid qualified certificate. From the publication date of the announcement on the Internet website of the Company under

the address [www.benefitsystems.pl](http://www.benefitsystems.pl), folder For Investors/Corporate Governance/General Meeting, forms with the master power of attorney and forms for voting through a proxy will be made available for downloading in electronic form. The power of attorney in electronic form, granted by a shareholder being a physical person, should contain the data which allow to identify the shareholder, including: name and surname, address of the place of residence, PESEL number, data of the identity card of the shareholder: document number, date of issuance, and issuing body.

The power of attorney in electronic form, granted by a shareholder not being a physical person, should contain the data listed in the first sentence with regard to the persons granting the power of attorney in the name of the shareholder.

The notice about the shareholder's granting a power of attorney in electronic form should be accompanied by a scanned identity document or documents of the shareholder or its representatives, if the shareholder is not a physical 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.

The representatives of the legal persons should hold an original or a copy of the extract from the relevant register certified by a public notary, if their right of representation does not result from any register, they should hold a power of attorney in writing and an original power of attorney valid as of the date it is granted or a copy of the extract from the relevant register certified by a public notary. The shareholders and proxies should hold their identity cards.

The Rules and Regulations of the General Meeting of the Company does not provide for a possibility to attend the General Meeting, speak and vote with the use of the means of electronic communication or to vote by post.

The shareholders will be registered half an hour before the start of the General Meeting.

**III.** The registration date to participate in the General Meeting falls on **October 31<sup>st</sup>, 2020**. The General Meeting may be attended only by those persons who are shareholders as of the registration date, i.e. 16 days before the date of 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 November 2<sup>nd</sup>, 2020), 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.

The person authorized to participate in the General Meeting may access the full text of the documents that are to be submitted to the General Meeting, including draft resolutions, in the office of the Management Board of the Company in Warszawa, Plac Europejski 2, where the list of the shareholders authorized to participate in the General Meeting will be made available as well. (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.

Any information on the General Meeting will be published on the Internet website of the Company under the following address: <https://www.benefitsystems.pl/en/for-investors/corporate-governance/general-meetings-of-shareholders/>