

**RB 15/2020: Announcement on convening the Ordinary General Meeting of Shareholders of Benefit Systems S.A. on 10 June 2020, at 11:00 a.m and draft resolutions.**

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

In accordance with Art. 395, Art. 399 § 1 and Art. 402(1) § 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 Ordinary General Meeting of the Company Benefit Systems S.A. to take place on 10 June 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 Warsaw, 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 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 2019 and the assessment of the activities of the Supervisory Board during 2019.
7. Reviewing and approving the Report of the Supervisory Board on the audit of the financial statements and of the Directors’ Report of the Management Board for 2019.
8. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2019.
9. Reviewing and approving the Directors’ Report of the Management Board for 2019.
10. Reviewing and approving the Report of the Supervisory Board on the audit of the consolidated financial statements and of the Directors’ Report on the Capital Group Benefit Systems for 2019.
11. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2019.
12. Reviewing and approving the Directors’ Report of the Management Board on the activities of the Capital Group Benefit Systems for 2019.
13. Adopting the resolution on the appropriation of net profit for 2019.
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 redemption of shares in the Company
17. Adopting the resolution on reduction of the share capital and amendment to the Articles of Association of the Company.
18. Adopting the resolution on amendment to the Articles of Association of the Company
19. Adopting the resolution on adoption of “Policy for Remunerating Members of the Management Board and of the Supervisory Board of the Company”
20. Reviewing and approving the financial statements of the Fit Invest sp. z o.o. for 2018.
21. Reviewing and approving the Fit Invest sp. z o.o. Directors’ Report of the Management Board for 2018.
22. Adopting the resolution on covering of net loss incurred by Fit Invest sp. z o.o. in financial year 2018.

23. Adopting the resolution on granting a vote of acceptance to the Fit Invest sp. z o.o Management Board for 2018.
24. Adopting the resolution on granting a vote of acceptance to the Fit Invest sp. z o.o Supervisory Board for 2018.
25. 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's Management Board in writing or in electronic form at the e-mail address [wz@benefitsystems.pl](mailto:wz@benefitsystems.pl), however not later than 20 May 2020-. 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.

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 properly document their authorization to exercise this right and in particular the fact of representing the appropriate amount of the Company's share capital.

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 08.00 am 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 sentence above 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 25 May 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 26 May 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 of Shareholders 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/>

#### **IV. Draft resolutions**

The Management Board presents draft resolutions with their justification for the General Meeting on 10 June 2020, as annexed to this Report.