

Notice of calling the Extraordinary General Meeting of Benefit Systems S.A.

I. Date and agenda of the General Meeting

Acting on the basis of Article 398 and Article 402¹ § 1 of the Code of Commercial Companies (hereinafter, the “CCC”), the Management Board of Benefit Systems S.A. with its registered seat in Warsaw (hereinafter, the “**Company**”) hereby convenes an Extraordinary General Meeting of the Company to be held on **at 10:00 a.m. on 30 November, 2018** (hereinafter, the “**General Meeting**”). The General Meeting will be held at the registered seat of the Company in Warsaw, at the offices at Plac Europejski 2, XIth floor, with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairperson of the General Meeting.
3. Stating that the General Meeting was duly convened and is capable of adopting valid resolutions.
4. Election of the Ballot Counting Commission.
5. Acceptance of the agenda.
6. Presentation of the material contents of the plan of merger with Fit Invest 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 30 November, 2018.
7. Adoption of resolution concerning a plan of merger of the Company with Fit Invest sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Discussion concerning a plan for reorganisation of the structure of the Capital Group of the Company and adoption of a resolution to this end.
9. Any other business.
10. Closing of the Meeting.

II. Description of the procedure for participation in the General Meeting

Shareholder(s) representing at least one twentieth (1/20) part of the share capital may request inclusion of specific matters in the agenda of the Meeting. The request should include a statement of grounds thereof or a draft resolution concerning the proposed item of the agenda and should be sent to the Company in writing or via e-mail to: wz@benefitsystems.pl, on 9 November, 2018, at the latest, and the shareholders should substantiate their authorisation to exercise the above-described right by submitting the relevant documents prepared in a written form.

Before the date of the General Meeting, Shareholder(s) representing at least one twentieth (1/20) part of the share capital may propose, whether in writing or via e-mail sent to: wz@benefitsystems.pl, draft resolutions concerning items included in the agenda of the General Meeting or matters that are to be included in the agenda. The shareholders should substantiate their authorisation to exercise the above-described right by submitting the relevant documents prepared in a written form.

During the General Meeting, each shareholder may propose draft resolutions concerning the items included in the agenda of the Meeting.

Shareholders may participate in the General Meeting in person or through a proxy.

A power of attorney to participate in a General Meeting of the Company and to exercise the voting right should be granted in writing or in an electronic form and sent to: wz@benefitsystems.pl. A power of attorney granted and sent via electronic mail does not require a secure electronic signature that is verifiable using a valid qualified certificate. As of the date of publication of this notice, forms of model

power of attorney to be granted and sent via electronic mail and forms of voting through a proxy can be downloaded from the Company's web site: www.benefitsystems.pl, section: Investors/ Corporate governance / General Meeting . A power of attorney granted and sent via electronic mail by a shareholder who is a natural person should contain the shareholder's particulars allowing their identification, including in particular: first name and family name, residence address, personal identification number PESEL, details of the shareholder's identity document: number, date of issuance, name of the issuing authority .

A power of attorney granted and sent in an electronic form by a shareholder who is not a natural person should contain the data, as specified in the foregoing sentence, in relation to the persons granting the power of attorney on behalf of the shareholder.

A notice that a shareholder has granted power of attorney in an electronic form should be accompanied by scan(s) of identity document(s) of the shareholder or persons representing the shareholder - if the aforesaid shareholder is not a natural person.

The Company shall also take other appropriate measures with a view to identifying the shareholder and the proxy, verifying the validity of the power of attorney granted in an electronic form, whereby the aforesaid measures should be commensurate to their purpose.

The representatives of legal persons should carry extract from the relevant register, whether in original or in a copy certified by notary for its conformity with the original. In the event that their authorisation to represent the legal person does not follow from a register, they should carry written powers of attorney along with extract from the relevant register, whether in original or in a copy certified by notary for its conformity with the original, whereby the aforesaid must be up-to-date as of the date when the power of attorney was granted. Shareholders and proxies should also carry their identity documents.

In accordance with rules and regulations of the General Meeting of the Company, participation in, speaking and exercising of the right to vote by means of electronic instruments of communication or voting by correspondence is not permitted.

Registration of shareholders shall start a half an hour before commencement of the General Meeting.

III. The date of registration of participation in the General Meeting falls on **14 November, 2018**. Only those who were shareholders on the date of registration of participation in the General Meeting, i.e. sixteen (16) days before the date of the General Meeting, shall be entitled to participate in the General Meeting.

An individual entitled to participate in the General Meeting may obtain the full text of the documentation which is to be presented to the General Meeting as well as the draft resolutions at the offices of the Management Board of the Company in Warsaw, at Plac Europejski 2. A list of shareholders who are entitled to participate in the General Meeting will also be made available for review at the aforesaid offices. All information concerning the General Meeting will be available at the Company's web site, at: <https://www.benefitsystems.pl/dla-inwestora/lad-korporacyjny/walne-zgromadzenie/>

IV. Draft resolutions

Attached to this current report are draft resolutions, along with statements of grounds thereof, for the General Meeting of the Company to be held on 30 November, 2018.