

Draft Resolutions of the Ordinary General Meeting of Shareholders of the Company Benefit Systems S.A. (hereinafter referred to as the “Company”)

The Resolution mentioned in point 6 of the agenda of the General Meeting is to be adopted as the General Meeting must elect (approve) the Member of the Supervisory Board appointed by the Supervisory Board by a resolution on co-opting.

The Resolutions mentioned in point 7-16 of the agenda of the General Meeting are standard matters to be discussed at the Ordinary General Meeting and their content does not require any justification.

With regard to the Resolution mentioned in point 17 of the agenda of the General Meeting, they are to be adopted due to the expiry of the term of the Supervisory Board of the Company.

The Resolution mentioned in point 18 of the agenda is to be adopted in order to increase the remuneration due to the Members of the Supervisory Board so that it corresponds to their work load, is adequate to their function in the Company's Supervisory Board, including in the Audit Committee of the Supervisory Board, and corresponds to the market standards.

With regard to the Resolutions mentioned in point 19 of the agenda, the authorization of the Management Board to acquire the Company's treasury shares is justified by that the acquired treasury shares may be used for settlement under the acquisition transactions entered into by the Company, as well as for acquiring shares in subsidiaries and associates and to sell the acquired treasury shares to obtain financial resources for implementing long-term strategic goals.

**Draft Resolutions of the Ordinary General Meeting of Shareholders
of the Company**

**Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on electing the Chairperson of the General Meeting**

§ 1

The Ordinary 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 Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____
on electing the Counting Committee**

§ 1

The Ordinary General Meeting of Shareholders hereby elects the Counting Committee composed of [●].

§ 2

The Resolution enters into force upon its adoption.

**Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____
on approving the agenda of the General Meeting**

§ 1

The Ordinary 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. Adopting the resolution on electing (approving) the Member of the Company's

- Supervisory Board appointed by a resolution on co-opting.
7. 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 2017 and the assessment of the activities of the Supervisory Board during 2017.
 8. 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 2017.
 9. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2017.
 10. Reviewing and approving the Directors' Report of the Management Board for 2017.
 11. 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 2017.
 12. Reviewing and approving the Directors' Report of the Management Board on the activities of the Capital Group Benefit Systems for 2017.
 13. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2017.
 14. Adopting the resolution on the appropriation of net profit for 2017.
 15. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Management Board.
 16. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Supervisory Board.
 17. Adopting the resolution on appointing the Members of the Supervisory Board of the following joint term.
 18. Adopting the resolution on establishing the amount and the payment principles of the remuneration to the Members of the Company's Supervisory Board.
 19. Adopting the resolution on acquiring the treasury shares of the Company Benefit Systems S.A. and on creating the reserve for acquiring the Company's treasury shares.
 20. Other matters.
 21. Closing the General Meeting.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders

**of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____**

**on electing (approving) the Member of the Company's Supervisory Board appointed by
a resolution on co-opting.**

§ 1

Acting on the basis of § 20(5) of the Company's Statutes, the Ordinary General Meeting of Shareholders hereby elects (approves) Mrs. Zofia Dzik to the Member of the Company's Supervisory Board appointed as of 16 November 2017 by a resolution on co-opting of the Company's Supervisory Board No. 2017/11/15/2 of 15 November 2017.

§ 2

The Resolution enters into force upon its adoption.

**Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____**

**on approving the Report of the Supervisory Board of the Company
BENEFIT SYSTEMS S.A. on the performed assessment of the reports of the Company
for 2017**

§ 1

The Ordinary General Meeting of Shareholders hereby approves the Report of the Supervisory Board on the performed assessment of the financial statements and of the Directors' Report of the Management Board for 2017, as annexed to the Resolution of the Company's Supervisory Board.

§ 2

The Resolution enters into force upon its adoption.

**Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____**

**on approving the financial statements
of BENEFIT SYSTEMS S.A.
for 2017**

§ 1

The Ordinary General Meeting of Shareholders hereby approves the financial statements of the Company under the business name Benefit Systems Spółka Akcyjna for the financial year 2017, which consists of:

- 1) the balance sheet as of 31 December 2017, showing total assets and total liabilities and equity in the amount of PLN 665,032 thousand (in words: six hundred and sixty-five million thirty-two thousand zloty),
- 2) the income statement for the financial year until 31 December 2017, showing inter alia:
 - a) net revenues from sales in the amount of PLN 681,554 thousand (in words: six hundred and eighty-one million five hundred and fifty-four thousand zloty),
 - b) net profit in the amount of PLN 100,159 thousand (in words: one hundred million one hundred and fifty-nine thousand zloty),
- 3) the additional information on adopted accounting principles and other supplementary information,
- 4) the statement of cash flows for the financial year until 31 December 2017, showing a net balance of cash and cash equivalents in the amount of PLN 4,695 thousand (in words: four million six hundred and ninety-five thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2017, showing equity in the amount of PLN 278,355 thousand (in words: two hundred and seventy-eight million three hundred and fifty-five thousand zloty).

§ 2

The Resolution enters into force upon its adoption.

**Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____
on approving the Directors' Report of the Company's Management Board for 2017**

§ 1

The Ordinary General Meeting of Shareholders hereby approves the Directors' Report of the Management Board of the Company BENEFIT SYSTEMS Spółka Akcyjna for 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on approving the Report of the Supervisory Board of the Company
BENEFIT SYSTEMS S.A. on the performed assessment of the reports
of the Capital Group Benefit Systems for 2017

§ 1

The Ordinary General Meeting of Shareholders hereby approves the Report of the Supervisory Board on the performed assessment of the consolidated financial statements and of the Directors' Report of the Capital Group Benefit Systems for 2017, as annexed to the Resolution of the Company's Supervisory Board.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on approving the Directors' Report of the Management Board of the Company
BENEFIT SYSTEMS S.A on the activities of the Capital Group BENEFIT SYSTEMS

§ 1

The Ordinary General Meeting of Shareholders hereby approves the Directors' Report of the Management Board of the Company BENEFIT SYSTEMS S.A on the activities of the Capital Group BENEFIT SYSTEMS in 2017.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna

with its registered office in Warszawa
of _____
on approving the consolidated financial statements of the Capital Group
BENEFIT SYSTEMS

§ 1

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2017, which consists of:

- 1) the balance sheet as of 31 December 2017, showing total assets and total liabilities and equity in the amount of PLN 762,035 thousand (in words: seven hundred and sixty-two million thirty-five thousand zloty),
- 2) the income statement for the financial year until 31 December 2017, showing inter alia:
 - a) net revenues from sales in the amount of PLN 964,786 thousand (in words: nine hundred and sixty-four million seven hundred and eighty-six thousand zloty),
 - b) net profit in the amount of PLN 86,708 thousand (in words: eighty-six million seven hundred and eight thousand zloty),
- 3) the additional information on adopted accounting principles and other supplementary information,
- 4) the statement of cash flows for the financial year until 31 December 2017, showing a net balance of cash and cash equivalents in the amount of PLN 52,458 thousand (in words: fifty-two million four hundred and fifty-eight thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2017, showing equity in the amount of PLN 219,877 thousand (in words: two hundred and nineteen million eight hundred and seventy-seven thousand zloty).

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____
on the appropriation of net profit for 2017

§ 1

The Ordinary General Meeting of Shareholders hereby decides to allocate the total net profit of PLN 100,159 thousand (in words: one hundred million one hundred and fifty-nine thousand zloty) to the statutory capital reserve.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on granting a vote of acceptance to the Member of the Company's Management Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Adam Kędzierski for the discharge of his duties as Member of the Management Board during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on granting a vote of acceptance to the Member of the Company's Management Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Grzegorz Haftarczyk for the discharge of his duties as Member of the Management Board during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____

**of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa**

of _____

on granting a vote of acceptance to the Member of the Company's Management Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Adam Radzki for the discharge of his duties as Member of the Management Board during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____

**of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa**

of _____

on granting a vote of acceptance to the Member of the Company's Management Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mrs. Izabela Walczewska-Schneyder for the discharge of her duties as Member of the Management Board during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____

**of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa**

of _____

on granting a vote of acceptance to the Member of the Company's Management Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mrs. Emilia Rogalewicz for the discharge of her duties as Member of the Management Board during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on granting a vote of acceptance to the Member of the Company's Management Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Arkadiusz Hanszke for the discharge of his duties as Member of the Management Board during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on granting a vote of acceptance to the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. James Van Bergh for the discharge of his duties as Chairman of the Supervisory Board of the Company during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on granting a vote of acceptance to the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Przemysław Gack for the discharge of his duties as Deputy Chairman of the Supervisory Board of the Company during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____
on granting a vote of acceptance to the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Marcin Marczuk for the discharge of his duties as Member and Deputy Chairman of the Supervisory Board of the Company during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____
on granting a vote of acceptance to the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Artur Osuchowski for the discharge of his duties as Member of the Supervisory Board of the Company during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____

**of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa**

of _____

on granting a vote of acceptance to the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Michael Sanderson for the discharge of his duties as Member of the Supervisory Board of the Company during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____

**of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa**

of _____

on granting a vote of acceptance to the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mrs. Zofia Dzik for the discharge of her duties as Member of the Supervisory Board of the Company during 2017.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. _____

**of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa**

of _____

on electing the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby appoints (...) to the Member of the Company's Supervisory Board for the new joint term.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on electing the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby appoints (...) to the Member of the Company's Supervisory Board for the new joint term.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on electing the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby appoints (...) to the Member of the Company's Supervisory Board for the new joint term.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on electing the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby appoints (...) to the Member of the Company's Supervisory Board for the new joint term.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on electing the Member of the Company's Supervisory Board

§ 1

The Ordinary General Meeting of Shareholders hereby appoints (...) to the Member of the Company's Supervisory Board for the new joint term.

§ 2

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of ____
on establishing the amount and the payment principles of the remuneration to the
Members of the Supervisory Board of the Company

§ 1

In accordance with § 25(2) of the Statutes of the Company, the Ordinary General Meeting of Shareholders establishes the remuneration to the Members of the Supervisory Board of the Company, as follows:

- 1) The Chairman of the Supervisory Board in the amount of PLN (...) gross a month,
 - 2) The Deputy Chairman of the Supervisory Board in the amount of PLN (...) gross a month,
 - 3) The Member of the Supervisory Board in the amount of PLN (...) gross a month,
- and the additional remuneration to the Members of the Audit Committee in the amount of PLN (...) gross a month.

§ 2

The remuneration mentioned in § 1 will be payable in arrears until the 10th day of the month to

the bank account of the Member of the Supervisory Board. Should the function of the Member of the Supervisory Board be performed for up to one month, the remuneration is calculated on a pro-rata basis, equivalent to 1/30 of the remuneration mentioned in § 1 for each day of performing the function of the Member of the Supervisory. -----

§ 3

The additional remuneration to the Members of the Audit Committee will be due starting from the appointment to the Member of the Audit Committee and will be payable until 10 July 2018.

§ 4

The Resolution enters into force upon its adoption and repeals any and all former resolutions on the remuneration of the Members of the Supervisory Board.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa

of ____

**on authorizing the Management Board to acquire the treasury shares in the name of
and for the Company, specifying the principles for the Company's acquiring the
treasury shares**

In accordance with Art. 362 § 1 point 8 in relation to Art. 396 § 5 of the Commercial Companies Code, the Ordinary General Meeting of the Company Benefit Systems S.A. adopts the following:

§ 1

1. The Ordinary General Meeting authorizes the Management Board to acquire up to 72,860 treasury shares (in words: seventy-two thousand eight hundred and sixty) in the name of and for the Company, i.e. 2.72% (in words: two and 72/100 percent) of the share capital of the Company with the total nominal value of up to PLN 72,860 (in words: seventy-two thousand eight hundred and sixty zloty) until 31 December 2018, however not longer than the resources for acquiring the treasury shares have been used.
2. The treasury shares may be acquired only if fully paid.
3. The price of the acquired shares must not be lower than PLN 700.00 per share (in words: seven hundred zloty) and not higher than PLN 1,600.00 per share (in words: one thousand six hundred zloty).
4. The total price of the treasury shares increased by the acquisition costs during the period of the granted authorization must not exceed the value of the reserve created for this purpose in accordance with Resolution No. (...) of this General Meeting.
5. The treasury shares acquired by the Company may be used for:

- a) financing the take-over of other entities on the market,
- b) redemption,
- c) selling further the treasury shares of the Company.

§ 2

The shares may be acquired on a regulated market and outside thereof.

§ 3

1. The Management Board of the Company is authorized to undertake any factual and legal actions to implement the provisions of this Resolution.
2. At its own discretion, the Management Board is authorized to decide about refraining from acquiring the Company's treasury shares or cancelling its implementation.

§ 4

The Resolution enters into force upon its adoption.

Resolution No. _____
of the Ordinary General Meeting of Shareholders
of the Company BENEFIT SYSTEMS Spółka Akcyjna
with its registered office in Warszawa
of _____
on creating the reserve for acquiring the Company's treasury shares

In accordance with Art. 362 § 2 point 3 in relation to Art. 348 § 1 of the Commercial Companies Code, the Ordinary General Meeting of the Company Benefit Systems S.A. adopts the following:

§ 1

1. The Company creates a reserve for the total acquisition price of the Company's treasury shares in the amount of PLN 51,000 thousand (in words: fifty-one million zloty) in accordance with Art. 362 § 1 point 8 of the Commercial Companies Code.
2. The financial resources for the reserve, as mentioned in § 1, will be transferred from the amount which may be apportioned between the shareholders in accordance with Art. 348 § 1 of the Commercial Companies Code.
3. The General Meeting of the Company may change the amount of the reserve mentioned in par. 1.

§ 2

The Resolution enters into force upon its adoption.