Polish Financial Supervision Authority
Current Report No. 24/2018

Prepared on: 08/06/2018

Subject:
Introduction of changes to the agenda of the Ordinary General Meeting at the request of a shareholder and submission of a candidacy for the Supervisory Board

Legal basis:
Article 56(1)(2) of the Offering Act – current and periodic disclosures

Report contents:

The Management Board of BEST S.A. (Issuer), having its registered office in Gdynia, acting based on Article 401 §1 and §2 of the Commercial Companies Code, announces a change to the agenda of the Issuer’s Ordinary General Shareholders’ Meeting (Ordinary GSM), convened to be held on 28 June 2018, 11:00. Said change consists in introducing the following new item 15 to the agenda: “Change of the amount of remuneration for the members of the Supervisory Board”, and changing the numbers of items 15-19 to 16-20.

The above change is introduced in response to a request submitted to the Issuer’s Management Board by the shareholder Krzysztof Borusowski on 7 June 2018, which was the last day for authorised shareholders to propose additions to the agenda of the Ordinary GSM. No requests from other shareholders were received by that date. The request and its substantiation are annexed to this report.

In consideration of the foregoing, the final wording of the agenda of the Ordinary GSM is as follows:
1. Opening of the meeting.
2. Appointment of the Chairman of the General Meeting.
3. Confirmation of correct convening of the General Meeting and its capacity to adopt resolutions.
5. Adoption of the agenda.
7. Submission by the Supervisory Board of a written report on the assessment of:
   a) the Company’s financial statements for 2017,
   b) consolidated financial statements of BEST S.A. Capital Group for 2017,
   c) management report of the Capital Group and of BEST S.A. for 2017,
   d) the Management Board’s proposal on the allocation of the Company’s profit for 2017.
8. Presentation by the Supervisory Board of:
   a) an assessment of the Company’s situation, including an assessment of the internal control system, risk management, compliance and the internal audit function,
   b) Supervisory Board Report for 2017,
   c) an assessment of the Company’s fulfilment of its disclosure obligations concerning the application of corporate governance, as specified in the WSE Rules as well as the laws on current and periodic information to be submitted by issuers of securities,
   d) an assessment of the Company’s sponsorship policy.
12. Adoption of resolutions on acknowledging the fulfillment of duties by members of the Company’s corporate bodies in 2017.
13. Adoption of a resolution on amending and adopting a complete text of the Company’s Statute.
14. Change in the composition of the Company’s Supervisory Board.
15. Change of the amount of remuneration for members of the Company’s Supervisory Board,
16. Adoption of a resolution on approving the purchase of bonds issued by the Company or its subsidiaries by Members of the Company’s Management Board and Supervisory Board.
17. Adoption of a resolution on amending the resolution to approve the conclusion of transactions between members of the Management Board and BEST S.A. or its subsidiary.
18. Adoption of a resolution on a business combination between BEST NIERUCHOMOŚCI Sp. z o.o., based in Gdynia, and the Company, and on approving the combination plan.
19. Any other business.
20. Closing of the session.

In addition, we would like to announce that Krzysztof Borusowski proposed that the Supervisory Board consist of 6 members, and proposed Wacław Nitka as a candidate for the Supervisory Board. Wacław Nitka’s statement on the absence of obstacles to stand as candidate for the Supervisory Board and his professional resume are included in an annex to the Shareholder’s request attached to this report.

Annexes:

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<tr>
<th>File</th>
<th>Description</th>
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<tr>
<td>Shareholder request.pdf</td>
<td>Shareholder’s request to supplement the agenda</td>
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<tr>
<th>Best S.A.</th>
<th>(full name of the issuer)</th>
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<td>BEST</td>
<td>Other finance (fin)</td>
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<tr>
<td>(abbreviated name of the issuer)</td>
<td>(sector as per GPW (Warsaw Stock Exchange) classification)</td>
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<tr>
<td>81-537</td>
<td>Gdynia (city/town)</td>
</tr>
<tr>
<td>(postal code)</td>
<td>8A (number)</td>
</tr>
<tr>
<td>Łużycka</td>
<td>(street)</td>
</tr>
<tr>
<td>(0-58) 76 99 299</td>
<td>(0-58) 76 99 226 (fax)</td>
</tr>
<tr>
<td>(telephone)</td>
<td><a href="http://www.best.com.pl">www.best.com.pl</a> (www)</td>
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<tr>
<td><a href="mailto:best@best.com.pl">best@best.com.pl</a></td>
<td>190400344</td>
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SIGNATURES OF THE PERSONS REPRESENTING THE COMPANY:

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<tr>
<th>Date</th>
<th>Full name</th>
<th>Position/Function</th>
<th>Signature</th>
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<tbody>
<tr>
<td>08/06/2018</td>
<td>Krzysztof Borusowski</td>
<td>President of the Management Board</td>
<td></td>
</tr>
<tr>
<td>08/06/2018</td>
<td>Marek Kucner</td>
<td>Vice-President of the Management Board</td>
<td></td>
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SHAREHOLDER’S REQUEST
TO AMEND THE AGENDA OF THE ORDINARY GENERAL MEETING AND PROPOSE A CANDIDATE TO THE SUPERVISORY BOARD

Acting on my own behalf as a shareholder of BEST S.A. with its registered office in Gdynia (hereinafter: the Company) and owner of 1,680,000 registered shares of the Company, representing at least 1/20 of the share capital pursuant to Article 401(1) of the Act of 15 September 2000 Commercial Companies Code (consolidated text, Journal of Laws of 2013, item 1030 as amended) I would like to request an additional agenda item in the Ordinary General Meeting (hereinafter: the OGM) held on 28/06/2018 by a current report no. 23/2018 of 30/05/2018, including the following information:

1. A change of the remuneration of Supervisory Board members.

Furthermore, in connection with point 14 of the OGM agenda ('Change in the composition of the Supervisory Board of the Company') proposed by the Management Board and the related resolutions, I request that the number of Supervisory Board members be changed to six persons and propose Mr. Wacław Nitka as a candidate member of the Supervisory Board. Mr. Nitka’s declaration concerning his complying with the conditions laid down for candidate members of the Supervisory Board and his professional bio are attached as appendices to this Request.

My status as a shareholder entitled to submit this Request is certified by the share register maintained by the Company.

STATEMENT OF REASONS

The remuneration of the Supervisory Board of BEST S.A. was established in its present form in May 2017. Taking into account the development of BEST S.A. and involvement of Supervisory Board members in its activities and the additional duties and responsibilities imposed on them due to new regulations, including regulations resulting from the Act on Statutory Auditors, Audit Firms and Public Supervision which entered into force after the last Ordinary General Meeting of BEST S.A., as a majority shareholder, I believe that it is reasonable to update the amount of remuneration granted to Board members.

In relation to the proposed candidate for the Supervisory Board, I believe that the experience and qualifications of Mr. Wacław Nitka will undoubtedly contribute to the better functioning of the Supervisory Board of BEST S.A. and provide substantial support in the performance by the Supervisory Board of the Act on Statutory Auditors, Audit Firms and Public Supervision.

In view of the above, I request as written above.

Krzysztof Borusowski

Appendices:

1) Declaration by Wacław Nitka regarding the absence of obstacles to being a candidate member of the Supervisory Board of BEST S.A.
2) Professional Bio of Wacław Nitka
DECLARATION OF A CANDIDATE MEMBER OF THE SUPERVISORY BOARD OF BEST S.A.

I, the undersigned, declare that:

1) I agree to be a candidate for the Supervisory Board of BEST S.A. with its registered office in Gdynia, entered into the Register of Entrepreneurs maintained by the District Court for Gdańsk-Północ in Gdańsk, 8th Commercial Division of the National Court Register, under KRS number 0000017158 (hereinafter the Company);

2) I am not restricted from serving the function of a member of the Supervisory Board, in particular by measures specified in Article 18 of the Act of 15 September 2000, Commercial Companies Code (Journal of Laws 2000.94.1037 as amended, hereinafter Commercial Companies Code) and in Article 387 Commercial Companies Code;

3) to the best of my knowledge, I have not been recorded in the Insolvent Debtors Register maintained pursuant to the Act of 20 August 1997 on the National Court Register (Journal of Laws 1997.121.769 as amended);

4) I fulfill / do not fulfill the criteria of independence specified in point II.Z.4 of the Good Practices for WSE Listed Companies 2016 (hereinafter "DPSN");

5) I participate / do not participate in a competitive company as a partner of a civil partnership, limited partnership or as a board member of a joint-stock company or a competitive legal entity as its board member;

6) I undertake to observe the provisions of law applicable to the members of the Supervisory Board of the Company, the Company’s Articles of Association, the Rules of Procedure of the Supervisory Board and DPSN.

I undertake to notify the Management Board of the Company in writing about any changes of accuracy of the above statements.
WACŁAW NITKA

A graduate of the Faculty of Economics of Production of the University of Gdańsk. From 1975 to 1979, worked in Gdańskie Przedsiębiorstwo Instalacji Sanitarnych. From 1979 to 1988, worked in Malborskie Zakłady Przemysłu Maszynowego Leśnictwa PELMAL, appointed Chief Accountant in January 1982. From 1988 to 2002 – the Chief Accountant in the MORENA Housing Cooperative.

In 1987, became a Chartered Accountant and obtained qualifications to audit financial statements. A certified statutory auditor since 1992.

For the last 22 years (until 31/01/2018), employed in Deloitte Polska, an auditing firm, where he was the Audit Director until 2003. During that time, he led financial statement audits conducted in compliance with the Accounting Act and IAS/IFRS for many national entities and enterprises comprising international groups.

Since 1999, involved in social activities of the professional self-government of statutory auditors. A two-term member of the National Chamber of Statutory Auditors. A member of the Statutory Auditor Services Standardisation Committee. A member of the Ethics Commission and the International Educational Standard No. 8 Implementation Group at the National Chamber of Statutory Auditors.

Does not fulfil the criteria of independence specified in point II.Z.4 of the Good Practices for WSE Listed Companies 2016 and in Article 129(3)(6c) of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, as within the last three years Waclaw Nitka was employed in Deloitte Polska Sp. z o.o. sp.k., the current auditor of BEST S.A.