

Attachment to current report no. 41/2019
Resolutions adopted by the Extraordinary General Meeting of Benefit Systems S.A.
on October 4th, 2019

Resolution No. 1/4.10.2019
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw
(“Company”)
of 4 October, 2019,
concerning election of the Chairperson of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting hereby elects Mr Marcin Marczuk as the Chairperson of the General Meeting.

§ 2

The resolution shall become effective as of the date of its adoption.

Mr Marcin Marczuk found that 1 511 604 (one million five hundred eleven thousand six hundred four) votes for the Resolution as such were cast in the secret voting, which represented 52.87% (fifty two and eighty seven hundredth percent) of the share capital of the Company, there were no votes against the Resolution and abstentions, therefore the Resolution was adopted unanimously.

The Chairman of the General Meeting represented that:

a) in accordance with the signed list of attendance, 1 511 604 (one million five hundred eleven thousand six hundred four) shares, out of total 2 858 842 (two million eight hundred fifty-eight thousand eight hundred forty-two) shares, were represented at the Extraordinary General Meeting of Shareholders, entitling to 1 511 604 (one million five hundred eleven thousand six hundred four) votes, which accounted for 52.87% (fifty two and eighty seven hundredth percent) of share capital of the Company eligible for the Extraordinary General Meeting,

b) the represented shareholders met the requirements of Art. 406¹ of the Commercial Companies Code.

Resolution No. 2/4.10.2019
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw

(“Company”)
of 4 October, 2019,
on withdrawing from the election of the Counting Committee

§ 1

The Extraordinary General Meeting decided to withdraw from the election of the Counting Committee.

§ 2

The resolution shall become effective as of the date of its adoption.

The Chairman of the General Meeting found as follows:

a) in the voting on the Resolution above, 1 511 604 (one million five hundred eleven thousand six hundred four) shares were voted, which represented 52.87% (fifty two and eighty seven hundredth percent) of the share capital of the Company, i.e. 1 511 604 (one million five hundred eleven thousand six hundred four) valid votes were cast,

b) 1 395 160 (one million three hundred ninety five thousand one hundred sixty) votes for the Resolution as such were cast, there were no votes against the Resolution and 116 444 (one hundred sixteen thousand four hundred forty four) votes abstained therefore the Resolution was adopted.

Resolution No. 3/4.10.2019
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw
(“Company”)
of 4 October, 2019,
concerning acceptance of the agenda of the Meeting.

§ 1

The Extraordinary General Meeting hereby accepts the following agenda of the General Meeting held at 11:00, on 4 October 2019.

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 Zdrofit spółka z ograniczoną odpowiedzialnością, Fabryka Formy spółka akcyjna, Fitness Academy BIS spółka z ograniczoną odpowiedzialnością, Fitness Place spółka z ograniczoną odpowiedzialnością 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 4 October, 2019.

7. Adoption of resolution concerning a plan of merger of the Company with Zdrofit spółka z ograniczoną odpowiedzialnością, Fabryka Formy spółka akcyjna, Fitness Academy BIS spółka z ograniczoną odpowiedzialnością, Fitness Place spółka z ograniczoną odpowiedzialnością along with the granting of consent for the plan of merger of the companies.

8. Any other business.

9. Closing of the Meeting.

§ 2

The resolution shall become effective as of the date of its adoption.

The Chairman of the General Meeting found as follows:

a) in the voting on the Resolution above, 1 511 604 (one million five hundred eleven thousand six hundred four) shares were voted, which represented 52.87% (fifty two and eighty seven hundredth percent) of the share capital of the Company, i.e. 1 511 604 (one million five hundred eleven thousand six hundred four) valid votes were cast,

b) 1 511 604 (one million five hundred eleven thousand six hundred four) votes for the Resolution as such were cast, there were no votes against the Resolution and abstentions, therefore the Resolution was adopted unanimously.

Resolution No. 4/4.10.2019
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS SPÓŁKA AKCYJNA with its
registered seat in Warsaw
(„Company” or „Acquiring Company”)
of 4 October, 2019,
concerning merger of the Company, as the acquiring company,
with companies under the business name of:
ZDROFIT spółka z ograniczoną odpowiedzialnością, FABRYKA FORMY Spółka Akcyjna,
FITNESS ACADEMY BIS spółka z ograniczoną odpowiedzialnością, FITNESS PLACE spółka z
ograniczoną odpowiedzialnością,
as the acquired companies
along with the granting of consent for a plan of merger of the companies

Acting on the basis of Article 506 of the Code of Commercial Companies (hereinafter, the “CCC”), the Extraordinary General Meeting of the Company, hereby decided as follows:

§ 1

The Acquiring Company will be merged (hereinafter, the “MERGER”) with companies:

- (i) company under the business name of: **ZDROFIT spółka z ograniczoną odpowiedzialnością** with its registered seat in Warsaw, at ul. Mangalia 4, entered in the register of business entities of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under No. 0000643347, (industry identification number) REGON 140085309, (tax identification number) NIP 1132539587 (hereinafter, the “ACQUIRED COMPANY 1”)
- (ii) company under the business name of: **FABRYKA FORMY spółka akcyjna** with its registered seat in Dąbrowa (62-070), at ul. Rolna 16, entered in the register of business entities of the National Court Register maintained by the District Court Poznań – Nowe Miasto i Wilda in Poznań, 8th Commercial Division of the National Court Register, under No. 0000355926, (industry identification number) REGON 300968873, (tax identification number) NIP 7822459260, share capital PLN 5 457 702.00, fully paid in. (hereinafter, the “ACQUIRED COMPANY 2”)
- (iii) company under the business name of: **FITNESS ACADEMY BIS spółka z ograniczoną odpowiedzialnością** with its registered seat in Wrocław (53-332), at ul. Powstańców Śląskich nr 95, entered in the register of business entities of the National Court Register maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register; under No. 0000774994, (industry identification number) REGON 021772568, (tax identification number) NIP 8992731738 (hereinafter, the “ACQUIRED COMPANY 3”)
- (iv) company under the business name of: **FITNESS PLACE spółka z ograniczoną odpowiedzialnością** with its registered seat in Warsaw (00-844), at Plac Europejski 3, entered in the register of business entities of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under No. 0000671130, (industry identification number) REGON 366913369, (tax identification number) NIP 5223087667 (hereinafter, the “ACQUIRED COMPANY 4”)

(hereinafter, collectively, Acquired Company 1, Acquired Company 1, Acquired Company 1 and Acquired Company 4 as: „ACQUIRED COMPANIES”).

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 20 August 2019, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and at the Acquired Companies websites:

- (i) for Acquired Company 1 – at the website: www.zdrofit.pl in the sections dedicated to each fitness club location;
- (ii) for Acquired Company 2 – at the website <https://fabryka-formy.pl/komunikat/>;
- (iii) for Acquired Company 3 – at the website <https://www.fitness-academy.com.pl/aktualnosci/plan-polaczenia-spolki>
- (iv) for Acquired Company 4 – at the website <https://www.myfitnessplace.pl/laczymy-sie/>.

§ 3

The merger will be carried out pursuant to Article 492 § 1 Item 1 of the Code of Commercial Companies, by transferring all the assets of the Acquired Company to the Acquiring Company (merger by acquisition).

§ 4

Due to the fact that the Acquiring Company holds 100% of shares in the share capital of the Acquired Companies, the merger will be carried out without increasing the share capital of the Acquiring Company. Therefore, as a result of the Merger, no new circumstance will arise that might require a disclosure in the Articles of Association of the Acquiring Company. Consequently, the Articles of Association of the Acquiring Company will not be amended in connection with the Merger.

§ 5

In connection with the Merger, neither any rights nor special benefits, as referred to in Article 499 § 1 Item 5 of the CCC, will be granted, nor any special benefits will be granted to the members of the governing bodies of the merging companies, or other individuals participating in the Merger, as referred to in Article 499 § 1 Item 6 CCC.

§ 6

The resolution shall become effective as of the date of its adoption.

The Chairman of the General Meeting found as follows:

- a) in the voting on the Resolution above, 1 511 604 (one million five hundred eleven thousand six hundred four) shares were voted, which represented 52.87% (fifty two and eighty seven hundredth percent) of the share capital of the Company, i.e. 1 511 604 (one million five hundred eleven thousand six hundred four) valid votes were cast,
- b) 1 511 604 (one million five hundred eleven thousand six hundred four) votes for the Resolution as such were cast, there were no votes against the Resolution and abstentions, therefore the Resolution was adopted unanimously.