

**Draft Resolutions of the Ordinary General Meeting (“General Meeting”)
of Shareholders of the Company Benefit Systems S.A.
(hereinafter referred to as the “Company”)
on 29 June 2022, at 11:00 a.m.**

Justification of resolutions:

The Resolutions mentioned in points 6-16 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.

The amendments to the Articles of Association of the Company mentioned in point 17 of the agenda are required in order to:

- 1) § 4 and § 19 are intended to specify the Company's objective within the scope already applied - the implementation of the so-called sustainable corporate governance, which includes appropriate management of environmental, social and governance (ESG) factors.
- 2) § 5 of the Company's Articles of Association result from the need to expand the Company's operations by research and development activities and for the Company to obtain the status of a research and development center (CBR).

The resolution mentioned in point 18 of the agenda is related to the increase of duties of the Supervisory Board members resulting from changing legal regulations.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw
of ____
on electing the Chairperson of the General Meeting

§1.

The Ordinary General Meeting of Shareholders hereby elects [●] to the Chairperson of the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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. 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 2021 and the assessment of the activities of the Supervisory Board during 2021.
7. Reviewing and approving the Report of the Supervisory Board on the performed assessment of the financial statements and of the Directors' Report on the Activities of the Management Board for 2021.
8. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2021.
9. Reviewing and approving the Directors' Report on the Activities of the Management Board for 2021.
10. Reviewing and approving the Report of the Supervisory Board on the performed assessment of the consolidated financial statements and of the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2021.
11. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2021.
12. Reviewing and approving the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2021.
13. Adopting the resolution on the appropriation of net loss for 2021.
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 expressing an opinion on the 2021 Remuneration Report.
17. Adopting the resolution on amendment to the Articles of Association of the Company.
18. Adoption of a resolution on the determination of the amount and rules of payment of remuneration to members of the Supervisory Board of the Company.
19. Closing the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the Report of the Supervisory Board of the Company BENEFIT SYSTEMS S.A. on
the performed assessment of the financial statements and of the Directors’ Report on the
Activities of the Management Board for 2021 of the Company for 2021

§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 on the Activities of the Management Board for 2021, as annexed to the Resolution of the Company’s Supervisory Board of 2022/6/02/1 on June 2, 2022.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the financial statements of BENEFIT SYSTEMS S.A. for 2021

§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 2021, which consists of:

- 1) the balance sheet as of 31 December 2021 showing total assets and total liabilities and equity in the amount of PLN 2,042,422 thousand (in words: two billion forty-two million four hundred twenty-two thousand zloty),
- 2) the income statement for the financial year until 31 December 2021, showing inter alia:

- a) net revenues from sales in the amount of PLN 612,640 thousand (in words: six hundred twelve million six hundred forty thousand zloty),
 - b) net loss in the amount of PLN 15,598 thousand (in words: fifteen million five hundred ninety-eight thousand zloty),
- 3) the additional information,
 - 4) the statement of cash flows for the financial year until 31 December 2021, showing a net balance of cash and cash equivalents in the amount of PLN 195,699 thousand (in words: one hundred ninety-five million six hundred ninety-nine thousand zloty),
 - 5) the statement of changes in equity for the financial year until 31 December 2021, showing equity in the amount of PLN 722,143 thousand (in words: seven hundred twenty-two million one hundred forty-three thousand zloty).

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the Directors’ Report on the Activities of the Company’s Management Board for
2021

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report on the Activities of the Management Board of the Company Benefit Systems Spółka Akcyjna for 2021.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the Report of the Supervisory Board of the Company BENEFIT SYSTEMS S.A. on
the performed assessment of consolidated financial statements and of the Directors’ Report of the
Management Board on the Activities of the Capital Group Benefit Systems for 2021

§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 Management Board on the Activities of the Capital Group Benefit Systems for 2021, as annexed to the Resolution of the Company's Supervisory Board of 2022/6/02/2 on June 2, 2022.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the "Company")
of ____
on approving the consolidated financial statements of the Capital Group
Benefit Systems for 2021

§1.

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2021, which consists of:

- 1) the balance sheet as of 31 December 2021, showing total assets and total liabilities and equity in the amount of PLN 2,180,798 thousand (in words: two billion one hundred eighty million seven hundred ninety-eight thousand zloty),
- 2) the income statement for the financial year until 31 December 2021, showing inter alia:
 - a) net revenues from sales in the amount of PLN 954,938 thousand (in words: nine hundred fifty-four million nine hundred thirty-eight thousand zloty),
 - b) net loss in the amount of PLN 23,855 thousand (in words: twenty-three million eight hundred fifty-five thousand zloty),
- 3) the additional information,
- 4) the statement of cash flows for the financial year until 31 December 2021, showing a net balance of cash and cash equivalents in the amount of PLN 253,015 thousand (in words: two hundred fifty-three million fifteen thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2021, showing equity in the amount of PLN 601,677 thousand (in words: six hundred one million six hundred seventy-seven thousand zloty).

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on approving the Directors’ Report of the Management Board on the Activities of the
Capital Group Benefit Systems for 2021

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report of the Management Board on the Activities of the Capital Group Benefit Systems in 2021.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on the appropriation of net profit for 2021

§1.

The Ordinary General Meeting of Shareholders hereby decides to cover the total net loss of PLN 15,598,289.98 zlotys (in words: fifteen million five hundred ninety-eight thousand two hundred eighty-nine zlotys) from future earnings.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 Ms. Emilia Rogalewicz for the discharge of her duties as Member of the Management Board during 2021.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 period from 1 January 2021 to 23 June 2021.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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. Wojciech Szwarc for the discharge of his duties as Member of the Management Board during 2021.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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. Bartosz Józefiak for the discharge of his duties as Member of the Management Board during 2021.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 2021.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 Deputy Chairman of the Supervisory Board of the Company during 2021.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 a Member of the Supervisory Board of the Company during 2021.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 Rohde Pedersen for the discharge of his duties as a Member of the Supervisory Board of the Company during 2021.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
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 a Member of the Supervisory Board of the Company during 2021.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (the “Company”)
of ____ 2021
concerning opinion on the 2021 remuneration report**

§1.

Pursuant to Article 359 §21 of the Commercial Companies Code in connection with Article 90g(6) of the Act of 29 July 2005 on Public Offerings and Conditions for Introducing Financial Instruments into the Organised Trading System and on Public Companies, the Ordinary General Meeting expresses a positive opinion on the report concerning remuneration for 2021, taking into account the independent auditor's KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. report on the assessment of this report within the scope stipulated by law.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. ____
of the Ordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
concerning amendment to the Articles of Association of the Company.**

§1.

1. The Ordinary General Meeting hereby amends the content of § 4 of the Articles of Association of the Company by adding **Sec. 4**, with the following wording:

"4. The purpose of the Company is the pursuit of long term economic success of the Company by conducting its business activities in a manner that has a significant positive impact on the society and the environment, taken as a whole."

2. The Ordinary General Meeting hereby amends the content of **§ 5** of the Articles of Association of the Company by adding **in Sec. 1** the following wording:

*"72.19.Z Research and development in other natural and engineering sciences;
71.20.B, Other technical analysis and research."*

3. The Ordinary General Meeting hereby amends the content of **§ 19** of the Articles of Association of the Company by adding **Sec. 4, Sec. 5, Sec. 6**, with the following wording:

„4. The member of the management board of the Company performs his duties in a manner that includes the purpose of the company and takes into account, inter alia, the following matters:

- (a) the likely consequences of any decision of the management board for the Company and its stockholders, also in the in the long term,*
- (b) interests of the employees and contractors of the Company, including suppliers,*
- (c) the need to foster the Company's business relations inter alia with suppliers and customers,*
- (d) the impact of the Company's activities on the society and in particular local communities,*
- (e) the impact of the Company's activities on the environment,*
- (f) the impact of the Company's activities on the stakeholders other than those mentioned in this section,*
- (g) building and maintaining by the Company the reputation of an entity that complies with high standards of business conduct;*

together referred to as "Stakeholder Interests" and each a "Stakeholder Interest".

5. While performing the obligation specified in § Sec. 4, a member of the management board is not obliged to assign a greater or lesser weight to any of the Stakeholder Interests or their group in relation to the other Stakeholder Interests or their groups.

6. Striving by a member of the management board to achieve the Company's purpose and performance of the obligation specified in § Sec. 4 is acting in the interest of the Company."

§2.

The resolution shall become effective as of the date of its adoption, however, it shall only become legally effective as of the moment when the registry court enters the amendment to the Articles of Association of the Company covered by this resolution in the register of business entities of the National Court Register (KRS).

§3.

The Ordinary General Meeting hereby authorizes the Supervisory Board of the Company to establish consolidated text of the Articles of Association of the Company reflecting the amendments introduced pursuant to the resolutions of the Ordinary General Meeting of [...] June 2022, No. [...].

Resolution No. ____
of the Ordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of ____
on the determination of the amount and rules of payment of remuneration to members of the
Supervisory Board of the Company.

§1.

Pursuant to § 25 Sec. 2 of the Company's Articles of Association, the Ordinary General Meeting determines the remuneration for the Members of the Supervisory Board of the Company in the following amount, starting from 1 July 2022:

- 1) Chairperson of the Supervisory Board [...] PLN (in words:...) gross per month,
 - 2) Deputy Chairperson of the Supervisory Board [...] PLN (in words:...) gross per month,
 - 3) Member of the Supervisory Board [...] PLN (in words:...) gross per month,
- and additional remuneration for acting as a Member of the Audit Committee in the amount of [...] PLN (in words:...) gross per month.

§2.

The remuneration specified in § 1 shall be paid in arrears, by the 10th day of the month, to the bank account of the Supervisory Board Member. If a Member of the Supervisory Board holds a position for an incomplete month, the remuneration shall be calculated proportionally in the amount of 1/30 of the remuneration specified in § 1 for each day of holding the position of the Supervisory Board Member.

§3.

The resolution shall enter into force upon adoption and repeals all previous resolutions regarding remuneration of the Supervisory Board members.