

**Draft Resolutions with statement of grounds to be passed at the Extraordinary General Meeting of Shareholders of Benefit Systems S.A. (the “Company”, the “Issuer”) convened for 25 March 2024, 11:00 am**

With regard to the resolution specified under Item 6 and 7 of the agenda the Management Board of Benefit Systems S.A. would like to note that the gist of the merger of the Company with subsidiary Companies: (i) Fit 1 sp. z o.o.; (ii) Fit 2 sp. z o.o.; (iii) Fit 3 sp. z o.o.; (iv) Fit 4 sp. z o.o.; (v) Fit and More sp. z o.o.; (vi) Concept Self Investment sp. z o.o.; (vii) sport Operator sp. z o.o.; (viii) Manufaktura Zdrowia sp. z o.o. in which the Company holds 100% of shares in the share capital is i.a. to simplify the structure of the Capital Group of the Issuer.

**Resolution No. \_\_\_\_**  
**of the Extraordinary General Meeting of Shareholders**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**  
**with its registered seat in Warsaw**  
**of 25 March 2024,**  
**on electing the Chairperson of the General Meeting**

**§1.**

The Extraordinary 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 Extraordinary 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 25 March 2024,**  
**on electing the Counting Committee**

**§1.**

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

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. \_\_\_\_**  
**of the Extraordinary 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 25 March 2024,**  
**on approving the agenda of the General Meeting**

**§1.**

The Extraordinary General Meeting of Shareholders hereby approves the agenda of the General Meeting which takes place on 25 March 2024, at 11.00 a.m.:

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 material contents of the plan of merger with (i) Fit 1 sp. z o.o.; (ii) Fit 2 sp. z o.o.; (iii) Fit 3 sp. z o.o.; (iv) Fit 4 sp. z o.o.; (v) Fit and More sp. z o.o.; (vi) Concept Self Investment sp. z o.o.; (vii) sport Operator sp. z o.o.; (viii) Manufaktura Zdrowia 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 25 March 2024.
7. Adoption of resolution concerning a plan of merger of the Company with (i) Fit 1 sp. z o.o.; (ii) Fit 2 sp. z o.o.; (iii) Fit 3 sp. z o.o.; (iv) Fit 4 sp. z o.o.; (v) Fit and More sp. z o.o.; (vi) Concept Self Investment sp. z o.o.; (vii) sport Operator sp. z o.o.; (viii) Manufaktura Zdrowia sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Any other business.
9. Closing the General Meeting.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. \_\_\_\_\_**  
**of the Extraordinary General Meeting**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**  
**with its registered seat in Warsaw (hereinafter, the “Company”)**  
**of 25 March 2024,**  
**concerning merger of the Company, as the acquiring company,**  
**with Companies**  
**FIT 1 Spółka z ograniczoną odpowiedzialnością**  
**FIT 2 Spółka z ograniczoną odpowiedzialnością**  
**FIT 3 Spółka z ograniczoną odpowiedzialnością**  
**FIT 4 Spółka z ograniczoną odpowiedzialnością**  
**FIT AND MORE Spółka z ograniczoną odpowiedzialnością**  
**CONCEPT SELF INVESTMENT Spółka z ograniczoną odpowiedzialnością**  
**SPORT OPERATOR Spółka z ograniczoną odpowiedzialnością**  
**MANUFAKTURA ZDROWIA spółka z ograniczoną odpowiedzialnością**  
**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 (hereinafter, the “**Extraordinary General Meeting**”) of the Company under the business name of: **BENEFIT SYSTEMS SPÓŁKA AKCYJNA** with its registered seat in Warsaw (hereinafter, the “**Acquiring Company**”), hereby decided as follows:

**§ 1**

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

- (i) **FIT 1 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw (00-844), ul. Plac Europejski 2, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0000993239, REGON: 523184328, (tax identification number) NIP: 5273020197 (hereinafter, the “**ACQUIRED COMPANY 1**”),
- (ii) **FIT 2 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw (00-844), ul. Plac Europejski 2, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0000993343, REGON: 523192322, (tax identification number) NIP: 5273020381 (hereinafter, the “**ACQUIRED COMPANY 2**”),

- (iii) FIT 3 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. Plac Europejski 2, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0001020039, REGON: 524484972, (tax identification number) NIP: 5273043413 hereinafter, the “ACQUIRED COMPANY 3”),
- (iv) FIT 4 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. Plac Europejski 2, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0001049289, REGON: 525942075, (tax identification number) NIP: 5273067922 (hereinafter, the “ACQUIRED COMPANY 4”),
- (v) FIT AND MORE SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. Plac Europejski 2, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0000836356, REGON: 385866267, (tax identification number) NIP: 9512500437 (hereinafter, the “ACQUIRED COMPANY 5”),
- (vi) CONCEPT SELF INVESTMENT SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. Plac Europejski 2, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0000839110, REGON: 385959715, (tax identification number) NIP: 9512500897 (hereinafter, the “ACQUIRED COMPANY 6”),
- (vii) SPORT OPERATOR SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. Plac Europejski 2, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0000839079, REGON: 385959862, (tax identification number) NIP: 5213895696 (hereinafter, the “ACQUIRED COMPANY 7”),
- (viii) MANUFATURA ZDROWIA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Zabierzów (32-080), ul. Krakowska 280, entered in the register of business entities of the National Court Register maintained by the District Court for the Kraków-Śródmieście in Kraków, XII Commercial Division of the National Court Register under No. 0000769214, REGON: 382465409, (tax identification number) NIP: 5130258828 (hereinafter, the “ACQUIRED COMPANY 8”),

(hereinafter jointly ACQUIRED COMPANY 1, ACQUIRED COMPANY 2, ACQUIRED COMPANY 3, ACQUIRED COMPANY 4, ACQUIRED COMPANY 5, ACQUIRED COMPANY 6, ACQUIRED COMPANY 7, ACQUIRED COMPANY 8 as the “ACQUIRED COMPANIES”).

## § 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 22 February 2024, and published at the websites of the merging companies.

## § 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.