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Schedule to Resolution of the Extraordinary General Meeting of Benefit Systems Spółka Akcyjna with its registered office in Warsaw of 8 April 2025 on the increase of the Company's share capital through the issue of ordinary bearer Series H Shares and the exclusion of all the pre-emptive rights of its existing shareholders in relation to all Series H Shares, the seeking of admission and introduction of Series H Shares and rights to Series H Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series H Shares and rights to Series H Shares, the authorization to execute an agreement for the registration of Series H Shares and rights to Series H Shares in the depository of securities, and on amendments to the Articles of Association of the Company.

**OPINION OF THE MANAGEMENT BOARD OF
BENEFIT SYSTEMS S.A.
WITH ITS REGISTERED OFFICE IN WARSAW**

of 9 March 2025

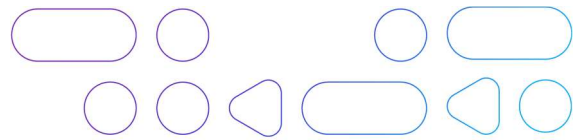
on the reasoning of the full exclusion of existing shareholders' pre-emptive rights to all Series H Shares in connection with the planned increase of the Company's share capital by way of issuance of Series H Shares, and the manner of determining the issue price of Series H Shares

Pursuant to Article 433 § 2 of the Commercial Companies Code ("**CCC**"), the Management Board of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") prepared this opinion on 9 March 2025 in connection with the intended adoption by the Extraordinary General Meeting of resolution on the increase of the Company's share capital through the issue of ordinary bearer series H shares (the "**Series H Shares**") and the exclusion of all the pre-emptive rights of its existing shareholders in relation to all Series H Shares, the seeking of admission and introduction of Series H Shares and rights to Series H Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series H Shares and rights to Series H Shares, the authorization to execute an agreement for the registration of Series H Shares and rights to Series H Shares in the depository of securities, and on amendments to the Articles of Association of the Company ("**Issue Resolution**").

Exclusion of shareholders' pre-emptive rights to Series H Shares

In the opinion of the Company's Management Board, due to the reasons described below, excluding all the existing shareholders' pre-emptive rights entirely with respect to the Series H Shares is aligned with the Company's interests and contributes to pursuing the Company's strategic goals.

The purpose of increasing the Company's share capital through the issue of Series H Shares is to raise part of the funds to finance the planned acquisition of a company operating under the name of Mars Spor Kulübü ve Tesisleri İşletmeciliği A.Ş. with its registered office in Istanbul, Turkey ("**Target**"), of which the Company informed in current report no. 14/2025 of 10 March 2025 ("**Acquisition**"). Target is the operator of more than 120 fitness clubs in Turkey (including in Istanbul, Ankara and Izmir); it also has a SPA chain (more than 20 locations) and a popular mobile application. Due to the Acquisition, the Company's group (the "**Group**") will expand its operations on the Turkish market, where it currently operates only on the basis of sports card services. In the opinion of the Management Board, the Acquisition will facilitate the acceleration of the development of the MultiSport program in Turkey, as well as taking advantage of the high potential of this market in the area of fitness club operations. Due to the large size of the market, the above-mentioned measures should contribute to the increased dynamics of the Group's development and have a positive impact on the implementation of the current



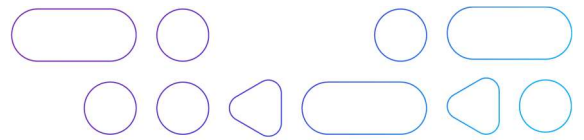
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strategy, which the Company announced in its current report No. 61/2024 of 18 November 2024. The Company intends to finance the Acquisition with the proceeds from the issue of Series H Shares, its own funds and debt financing.

In the opinion of the Company's Management Board, the complete exclusion of all the Company's existing shareholders' pre-emptive rights to all Series H Shares is justified and in the Company's best interest, as it will enable the Company to raise capital for the Acquisition in the fastest and most efficient way. If the Company were to refrain from excluding the pre-emptive rights of the shareholders, it would be required to prepare a prospectus and seek its approval from the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*). The obligation to prepare, obtain approval for and publish a prospectus would entail significant costs for the Company and would have a negative impact on the schedule and flexibility of the process of increasing the Company's share capital and obtaining funds from the offering of the Series H Shares. The non-documentary public offering of Series H Shares (with the complete exclusion of the pre-emptive rights of all the Company's existing shareholders with regard to these shares) addressed to investors selected by the Management Board (on the terms specified in the Issue Resolution) will enable the Company to effectively increase the share capital and, consequently, respond quickly to the identified need to raise additional capital for the Acquisition.

Pursuant to the draft Issue Resolution, the Management Board is required to offer the Series H Shares only to the investors that have received an invitation from the investment company conducting the book-building process (or any other process intended to solicit prospective subscribers for Series H Shares) to participate in the offering and meet the following conditions: (i) they are qualified investors within the meaning of Article 1(4)(a) in connection with Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC ("**Prospectus Regulation**"); or (ii) the number of investors to whom Series H Shares will be offered will be less than 150 natural or legal persons other than qualified investors (Article 1.4(b) of the Prospectus Regulation); or (iii) they take up securities for a total consideration of at least EUR 100,000 per investor as referred to in Article 1.4(d) of the Prospectus Regulation, including the investors who (a) will be shareholders of the Company holding, as at the end of 23 March 2025, i.e. at the end of the record date of the Extraordinary General Meeting with an agenda including the adoption of the Issue Resolution ("**Priority Day**"), shares of the Company carrying the right to at least 0.5% of the total number of votes in the Company and will confirm the fact that they hold shares in the Company in the number specified above as at the end of the Priority Day during the book-building process (or any other process intended to solicit prospective subscribers for the Series H Shares), by (a) being included in the list of persons eligible to participate in the Extraordinary General Meeting with an agenda including the adoption of the Issue Resolution, prepared by the entity operating the securities depository referred to in Article 406³ (4) of the CCC or (b) submitting a certificate or certificates confirming their ownership of the shares in the Company and their number, issued by the investment company maintaining the securities account of the relevant party or any other document constituting, in the opinion of the relevant investment company conducting the book building process, sufficient evidence of the investor's shareholding as at the end of the Priority Day; whereby the shareholding is determined individually for each shareholder, and for shareholders that are investment funds and pension funds, it may be determined collectively for all funds managed by the same investment fund company or pension company ("**Qualified Investors**").

Save for the exceptions specified in the Issue Resolution, each Qualified Investor who in the book-building process (or any other process intended to solicit prospective subscribers for the Series H



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Shares) submits a declaration or declarations to subscribe for Series H Shares at a price not lower than the issue price of the Series H Shares is entitled to subscribe for, on a priority basis, a number of Series H Shares not less than the number of Series H Shares which, after the Series H Shares have been issued, will enable such Qualified Investor to maintain a share in the total number of votes at the General Meeting of the Company not less than the share in the total number of votes at the General Meeting of the Company held by such Qualified Investor as at the end of the day on the Priority Day, provided that if the number of Series H Shares so determined is not a whole integer, it will be rounded down to the nearest integer. The Management Board will be entitled to offer the Series H Shares that have not been pre-allocated in accordance with the above-described rules to other entities eligible to participate in the offering of Series H Shares in accordance with the draft Issue Resolution.

The Company's decision on the final number of Series H Shares to be issued and offered to selected investors will depend, among others, on the final issue price of the Series H Shares determined within the book-building process (or any other process intended to solicit prospective subscribers for the Series H Shares). The final number of Series H Shares to be issued as part of the Company's share capital increase and offered for subscription to selected investors may therefore be lower than the maximum number of Series H Shares specified in § 1 (1) of the Issue Resolution.

Manner of determining the issue price of Series H Shares

Pursuant to the Issue Resolution, the issue price of Series H Shares will be determined by the Management Board of the Company, taking into account the results of a book-building process (or other process intended to solicit prospective subscribers for the Series H Shares and determining its optimum amount), external circumstances (e.g. market and macroeconomic conditions), as well as arrangements with investment firms advising the Company on the issue of Series H Shares.

Subject to the information provided above, in the opinion of the Management Board of the Company, the proposed method of determining the issue price should provide the Company with the necessary funds to carry out the Acquisition, which, in the opinion of the Management Board of the Company, will positively impact the implementation of the Group's current strategy.

Conclusions

In view of the circumstances set out above, the Management Board of the Company recommends that the Extraordinary General Meeting adopts the Issue Resolution.