

Diversity Policy regarding the members of the Supervisory Board of Benefit Systems S.A.

This Diversity Policy regarding members of the Supervisory Board shall be introduced at Benefit Systems S.A. in the implementation of the Company's objectives within the framework of what is known as the sustainable corporate governance, which includes appropriate management of the environmental, social and governance factors (ESG for short), and in conjunction with the "Best Practice for GPW Listed Companies 2021" as adopted by the Supervisory Board of the Warsaw Stock Exchange S.A. by Resolution No. 13/1834/2021 of 29 March 2021.

1. Definitions

In this Policy document:

Audit Committee Member - shall be understood as any member of the Supervisory Board delegated to serve on the Audit Committee of the Company;

Supervisory Board Member - shall be understood to mean any member of the Supervisory Board of the Company;

Best Practice for GPW Listed Companies 2021 or **DPSN 2021** - shall be understood as the Best Practices for the companies listed on the Warsaw Stock Exchange for 2021, which were introduced pursuant to Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange (WSE) of 29 March 2021;

ESG - Environment Social and Governance – shall be understood as the scope of activities related to the implementation of the sustainable corporate governance, which includes the appropriate management of the environmental, social and corporate governance factors;

Group – shall be understood as the Benefit Systems Group;

Audit Committee – refers to the audit committee as appointed by the Company's Supervisory Board;

Diversity Criteria – shall mean the criteria for the election of candidates for the Company's Supervisory Board taking into account the Diversity, as indicated in para. 4.1 of the Policy;

Diversity Policy on Supervisory Board Members - shall be understood to mean this Policy document;

Supervisory Board – shall mean the Supervisory Board of the Company;

Diversity - shall be understood to mean the differences between individuals arising, for example, from age, gender, field of education, professional experience and other characteristics, ensuring diversity of the views allowing for effective performance of the functions and duties assigned in the Company's bodies;

Company - shall be understood as Benefit Systems Spółka Akcyjna;

Statutory Auditors Act - shall be understood as the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision; and

Management Board - shall be understood as the Management Board of the Company.

2. Purpose of the Policy

Diversity within the Supervisory Board plays an important role in building a socially responsible business as well as a fairer and more sustainable economy, an approach that is consistent with the Company's long-term goals in its ESG-related activities.

The premise of the Diversity Policy towards Supervisory Board Members is to ensure a broader range of experience, knowledge and competence, which in turn leads to better decision-making and a high corporate culture.

In its assumptions, the Diversity Policy for Supervisory Board Members also takes into account the corporate governance objectives and principles for companies listed on the Warsaw Stock Exchange (WSE) resulting from the Best Practice for GPW Listed Companies 2021 and the Corporate Governance Committee's guidance on the application of these principles. The Policy sets out, in particular: the Diversity objectives and the Diversity Criteria.

The objective of the Diversity Policy for Supervisory Board Members is to promote that the election of Members to the Supervisory Board is guided by the principle of ensuring Diversity in the composition of this body. The Policy sets out the Diversity Criteria, inter alia, in areas such as gender, field of study, specialist knowledge, age and professional experience, and also indicates when and how the implementation of these objectives will be monitored.

The Company's General Meeting will elect the members of the Company's Supervisory Board taking into account the Diversity Criteria, ensuring that the Supervisory Board members are elected appropriately with a view to achieving the Company's strategic objectives in the ever-changing market environment and the diverse preferences of the Company's stakeholders. The application of the Diversity Criteria is also aimed at the ensuring an appropriate level of collegial oversight of the Company's management.

3. General regulations

- 3.1. The Diversity Policy for Supervisory Board Members shall be adopted and approved by the General Meeting of the Company.
- 3.2. The General Meeting of the Company shall decide on the election and evaluation of candidates and the election of Members of the Supervisory Board of the Company.
- 3.3. In the evaluation and electing candidates for Members of the Supervisory Board, the General Meeting, when deciding on the election of Members to the Supervisory Board of the Company, shall ensure comprehensive character of the latter body by electing to the Supervisory Board persons who shall ensure the Diversity of its composition. In particular, the latter shall be implemented by allowing, inter alia, the meeting of the target ratio of the minimum minority gender participation which is set at a level of at least 30%, in accordance with the objectives set out in this Policy.
- 3.4. The Diversity Criteria are intended to contribute to the General Meeting's election of competent persons to serve on the Supervisory Board, thus ensuring diversity of the knowledge, judgement and experience for the proper performance of tasks and objectives across the spectrum of the Company's activities.

- 3.5. The General Meeting recognises that the Diversity Criteria allow for reaching a wide range of knowledge and skills, competencies, education and professional experience, appropriate to specific positions in the Board as well as diversity in terms of age and gender.
- 3.6. In electing the members of the Supervisory Board, the General Meeting shall first apply the objective subject-matter criteria and only then take into account the Diversity Criteria as described in section 4.1 of the Policy.

4. Specific regulations

- 4.1. The General Meeting sets out the following Diversity Criteria for the election of the candidate Members of the Supervisory Board of the Company:
 - 4.1.1 **Educational background:** higher education, including higher education obtained abroad;
 - 4.1.2 **Field of education and areas of expertise:** e.g. business management, business executive, financial, legal, risk management, ESG fields - environment, social responsibility, corporate governance, and others necessary for the implementation of the Company's objectives and strategy;
 - 4.1.3. **Knowledge and skills , including specialised knowledge (professional and sectoral):** resulting from education, whether acquired through postgraduate studies, academic work or training, academic and/or professional titles, licenses and/or degrees, confirmed by certificates and otherwise acquired in the course of professional career;
 - 4.1.4. **Professional experience and length of service:** the number of years worked and the sectoral diversity, experience acquired in the exercise of specific functions or roles;
 - 4.1.5. **Age:** a balanced age structure, ensuring a broad spectrum of seniority and relevant experience and competences;
 - 4.1.6. **Gender:** in terms of gender diversity, the objective is to achieve a balance in the gender representation in the composition of the Company's Supervisory Board and, at the very least, in accordance with the Policy implementation plan, with a view to achieving a minimum gender minority of 30%;
 - 4.1.7 **Independence:** at least two members of the Supervisory Board shall meet the independence criteria as set out in the Act on Statutory Auditors and have no actual and significant links with a shareholder holding at least 5% of the total number of votes in the Company;
 - 4.1.8 **Other criteria,** as the General Meeting may think proper as valid and reasonable to be applied in the evaluation and election of candidates for members of the Supervisory Board of the Company
- 4.2. In assessing candidates for Supervisory Board members, the General Meeting will consider the criteria of education, skills and professional experience together, as interrelated areas, so that together they constitute the merit of the knowledge, skills and experience appropriate to the functions and responsibilities of the Member of the

Supervisory Board.

5. Final regulations

- 5.1. The Policy shall be subject to periodic review by the Management Board in cooperation with the Supervisory Board. The purpose of the reviews shall be to update the Policy and adapt it to the applicable legal regulations, market conditions and the Company's situation.
- 5.2. The Supervisory Board shall present date(s) and method(s) of implementation of the objectives of the Diversity Policy with respect to Supervisory Board Members to the Annual General Meeting in the annual report on the activities of the Supervisory Board.
- 5.3. When appointing Members to the Supervisory Board, the Company's Annual General Meeting shall aim to ensure that the gender minority participation in the respective body is no lower than 30% in the composition of the Supervisory Board no later than 2030, taking into account the duration applicable term(s) of office.
- 5.4. With regard to the Supervisory Board members delegated to the Company's Audit Committee, additional subject-matter and independence criteria apply, as indicated in the Audit Committee Regulations and resulting from the provisions of the Act on Statutory Auditors.
- 5.5. To the extent not regulated in the Policy, generally applicable laws, the corporate governance principles set out in DPSN 2021 and other internal regulations of the Company shall apply.