

**Appendix to current report no. 43/2020**  
**Resolutions adopted by the Extraordinary General Meeting of Shareholders of**  
**Benefit Systems S.A. on November 16, 2020**

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**Resolution No. 1/16.11.2020**  
**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 16 November, 2020,**  
**on electing the Chairperson of the General Meeting**

**§1.**

The Extraordinary General Meeting of Shareholders hereby elects Mr. Marcin Marczuk to the Chairman of the General Meeting. -----

**§2.**

The Resolution enters into force upon its adoption. -----

Mr. Marcin Marczuk found that 1,207,919 (one million two hundred seven thousand nine hundred nineteen) votes for the Resolution as such were cast in the secret voting, which represented 41.73% (forty-one and seventy-three 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 1,207,919 (one million two hundred seven thousand nine hundred nineteen) shares, out of total 2,894,287 (two million eight hundred ninety-four thousand two hundred eighty-seven) shares, were represented at the Extraordinary General Meeting of Shareholders, entitling to 1,207,919 (one million two hundred seven thousand nine hundred nineteen) votes, which accounted for 41.73% (forty-one and seventy-three hundredth percent) of share capital of the Company eligible for the Extraordinary General Meeting, -----

b) the represented shareholders met the requirements of Art. 406<sup>1</sup> of the Commercial Companies Code.

**Resolution No. 2/16.11.2020**  
**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 16 November, 2020,**  
**on withdrawing from the election of the Counting Committee**

**§1.**

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

**§2.**

The Resolution enters into force upon its adoption. -----

The Chairman of the General Meeting found as follows: -----

a) in the secret voting on the Resolution above, 1,207,919 (one million two hundred seven thousand nine hundred nineteen) shares were voted, which represented 41.73% (forty-one and seventy-three hundredth percent) of the share capital of the Company, i.e. 1,207,919 (one million two hundred seven thousand nine hundred nineteen) valid votes were cast, -----

b) 1,128,599 (one million one hundred twenty-eight thousand five hundred ninety-nine) votes for the Resolution as such were cast, there were no votes against the Resolution and 79,320 (seventy-nine thousand three hundred twenty) votes abstained, -----  
therefore the Resolution was adopted -----

**Resolution No. 3/16.11.2020**  
**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 16 November, 2020,**  
**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 16 November 2020, 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 FitSport Polska 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 16 November, 2020. -----
7. Adoption of resolution concerning a plan of merger of the Company with FitSport Polska sp. z o. o. along with the granting of consent for the plan of merger of the companies. -----
8. Closing the General Meeting. -----

**§2.**

The Resolution enters into force upon its adoption. -----

The Chairman of the General Meeting found as follows: -----

a) in the secret voting on the Resolution above, 1,207,919 (one million two hundred seven thousand nine hundred nineteen) shares were voted, which represented 41.73% (forty-one and seventy-three hundredth percent) of the share capital of the Company, i.e. 1,207,919 (one million two hundred seven thousand nine hundred nineteen) valid votes were cast, -----

b) 1,207,919 (one million two hundred seven thousand nine hundred nineteen) 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. 4/16.11.2020**  
**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 16 November, 2020,**  
**concerning merger of the Company, as the acquiring company,**  
**with FitSport Polska spółka z ograniczoną odpowiedzialnością**  
**as the acquired company 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 company under the business name of: **FITSPORT POLSKA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw (00-844), at Plac Europejski 2 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. 0000422757, (industry identification number) REGON 146231491, (tax identification number) NIP 5252532584 (hereinafter, the “**ACQUIRED COMPANY**”). -----

**§ 2.**

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 24 September 2020, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and in Court and Economic Monitor (Monitor Sądowy i Gospodarczy) no. 200/2020 (6090) under position 53928.

**§ 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 Company, 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 secret voting on the Resolution above, 1,207,919 (one million two hundred seven thousand nine hundred nineteen) shares were voted, which represented 41.73% (forty-one and seventy-three hundredth percent) of the share capital of the Company, i.e. 1,207,919 (one million two hundred seven thousand nine hundred nineteen) valid votes were cast, -----

b) 1,207,919 (one million two hundred seven thousand nine hundred nineteen) votes for the Resolution as such were cast, there were no votes against the Resolution and abstentions, -----  
therefore the Resolution was adopted unanimously. -----