

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 November 30, 2021, 11:00 am

With regard to the resolution specified under Item 7 of the agenda the Management Board of Benefit Systems S.A. would like to note that the gist of the Resolution is the merger of the Company with subsidiary Company: MyBenefit sp. z o.o. with its registered seat in Wrocław, in which the Company holds 100% of shares in the share capital. The merger will be undertaken with an aim to simplify the structure of the Capital Group of the Issuer.

With regard to the resolution specified under Item 8 of the agenda the Management Board would like to note, that amendment of the Articles of Association is required to align its provisions to the applicable provisions of law.

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 November 30, 2021,
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 November 30, 2021,
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 November 30, 2021,
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 November 30, 2021, 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 MyBenefit 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 November 30, 2021.
7. Adoption of resolution concerning a plan of merger of the Company with MyBenefit sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Adopting the resolution on amendment to the Articles of Association of the Company.
9. Any other business.
10. 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 November 30, 2021,
concerning merger of the Company, as the acquiring company,

with MyBenefit 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: **MyBenefit spółka z ograniczoną odpowiedzialnością** with its registered seat in Wrocław (53-333), at ul. Powstańców Śląskich 28/30 entered in the register of business entities of the National Court Register maintained by the District Court for the Wrocław - Fabryczna, VI Commercial Division of the National Court Register, under No. 0000296321, (industry identification number) REGON 020655062, (tax identification number) NIP 8971736512 (hereinafter, the “**ACQUIRED COMPANY**”)

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on October 22, 2021, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and the Acquired Company’s website: www.mybenefit.pl.

§ 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.

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 November 30, 2021
concerning amendment to the Articles of Association of the Company.

§1.

The Extraordinary General Meeting hereby amends the hitherto content of § 23 Sec. 1 of the Articles of Association of the Company:

„1. The Supervisory Board shall adopt resolutions with an absolute majority of votes with at least one half (1/2) of Supervisory Board members being present, unless the Articles of Association of the Company provide otherwise.”

so that they read as follows:

„1. The Supervisory Board shall adopt resolutions with an absolute majority of votes with at least one half (1/2) of Supervisory Board members being present, unless the Articles of Association of the Company provide otherwise. The Supervisory Board adopts resolutions in open voting manner. Secret voting shall be introduced on request of the Supervisory Board member.”

§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 Extraordinary 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 Extraordinary General Meeting of November 30, 2021, No. [●].