

**Draft resolutions of the Ordinary General Meeting (“General Meeting”)  
of Shareholders of the Company Benefit Systems S.A.  
(hereinafter referred to as the “Company”)**

The resolutions mentioned **in points 6-15 of the agenda** of the General Meeting are standard matters to be discussed at the Ordinary General Meeting and their content does not require any justification.

With regard to the resolution specified **in point 15 of the agenda**, the Management Board of Benefit Systems S.A. indicates that the proposed amendment to the Company’s Articles of Association results from the amended Article 66(4) of the Accounting Act of 29 September 1994, effective as of 1 January 2025. Based on this provision, the Management Board proposes that the Company’s Supervisory Board be responsible for selecting the audit firm to provide assurance for sustainability reporting.

With regard to the resolution specified **in point 17 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 its subsidiaries, Gym Poznań sp. z o.o. with its registered office in Warsaw and Yes to Move sp. z o.o. with its registered office in Warsaw, 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.

The current wording of **paragraph 27 section 4** of the Company's Articles of Association:

*„4. In addition, the competencies of the Supervisory Board shall include:*

- a. Approving the by-laws of the Management Board of the Company,*
- b. Appointing and recalling members of the Management Board, suspending individual or all members of the Management Board in their activities for valid reasons;*
- c. Concluding agreements with Management Board members; in particular determining the terms and conditions for performance of the function of a Management Board member;*
- d. Determining remuneration of the Management Board members;*
- e. Delegating members of the Supervisory Board to temporarily perform the activities of the members of the Management Board who cannot perform their activities;*
- f. Appointing certified auditor to examine the financial statements of the Company;*
- g. Granting consent to setting up establishments, branch, affiliated, and representative offices and other facilities abroad;*
- h. Issuing opinions on the Management Board’s motions to the General Meeting;*
- i. Acting upon the motion of the Management Board, granting consent to issuance of bonds other than convertible bonds and bonds with priority right;*
- j. Acting upon the motion of the Management Board, granting consent to disposal of stocks and shares in subsidiaries;*
- k. Determining a consolidated text of the Articles of Association of the Company and introducing other amendments of editorial nature as specified in resolution of the General Meeting;*
- l. Granting consent to Management Board members for the conducting of competitive activity, becoming employed with or for participation in competitive entities, or as a shareholder or member of their governing bodies;*

- m. Granting consent to conversion of registered shares in to bearer shares;*
- n. Performing any other activities as provided for in these Articles of Association and the Code of Commercial Companies.”*

The proposed change: **adding letter “(o)” to §27(4) of the Company's Articles of Association, which shall read as follows:**

*„o. selection of an audit firm to carry out the audit of the financial statements and selection of an audit firm for the assurance of sustainability reporting.”*

**Resolution No. 1/17.06.2025**  
**of the Ordinary General Meeting of Shareholders**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**  
**with its registered seat in Warsaw**  
**of 17 June 2025**  
**on electing the Chairperson of the General Meeting**

**§1.**

The Ordinary General Meeting of Shareholders hereby elects [●] to the Chairperson of the General Meeting.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 2/17.06.2025**  
**of the Ordinary 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 17 June 2025**  
**on electing the Counting Committee**

**§1.**

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

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 3/17.06.2025**  
**of the Ordinary 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 17 June 2025**  
**on approving the agenda of the General Meeting**

**§1.**

The Ordinary General Meeting of Shareholders hereby approves the agenda of the General Meeting which takes place on 17 June 2025, at 11:00:

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 Supervisory Board:
  - a) a concise assessment of the Company's financial position, including the internal control system and the management system of significant risks,
  - b) the Report of the Supervisory Board for 2024 and the assessment of the activities of the Supervisory Board during 2024.
  - c) Reports of the Supervisory Board on the evaluation of: (i) the Company's separate financial statements for 2024; (ii) the Benefit Systems Group's consolidated financial statements for 2024; (iii) the consolidated directors report on the activities of the Benefit Systems Group for 2024.
7. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2024.
8. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2024.
9. Reviewing and approving the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2024.
10. Reviewing and approving the report on the activities of the Supervisory Board for 2024.
11. Adopting the resolution on the distribution of net income for 2024.
12. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Management Board.
13. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Supervisory Board.
14. Adopting the resolution on expressing an opinion on the 2024 Remuneration Report.
15. Adopting the resolution on the amendment of the Company's Articles of Association.
16. Presentation of the material contents of the merger plan with the following companies: (i) Gym Poznań sp. z o.o. with its registered office in Warsaw and (ii) Yes to Move sp. z o.o. with its registered office in Warsaw, 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 17 June 2025.
17. Adoption of resolution concerning a plan of merger of the Company with the following companies: (i) Gym Poznań sp. z o.o. with its registered office in Warsaw and (ii) Yes to Move

sp. z o.o. with its registered office in Warsaw, along with the granting of consent for the plan of merger of the companies.

18. Closing the General Meeting.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. nr 4/17.06.2025  
of the Ordinary 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 17 June 2025  
on approving the financial statements of BENEFIT SYSTEMS S.A. for 2024**

**§1.**

The Ordinary General Meeting of Shareholders hereby approves the financial statements of the Company under the business name Benefit Systems Spółka Akcyjna for the financial year 2024, which consists of:

- 1) the balance sheet as of 31 December 2024 showing total assets and total liabilities and equity in the amount of PLN 2,752,677 thousand (in words: two billion seven hundred fifty-two million six hundred seventy-seven thousand zloty),
- 2) the income statement for the financial year until 31 December 2024, showing inter alia:
  - a) net revenues from sales in the amount of PLN 2,337,449 thousand (in words: two billion three hundred thirty-seven million four hundred forty-nine thousand zloty),
  - b) net income in the amount of PLN 394,552 thousand (in words: three hundred ninety-four million five hundred fifty-two thousand zloty),
- 3) the statement of changes in equity for the financial year until 31 December 2024, showing equity in the amount of PLN 1,066,209 thousand (in words: one billion sixty-six million two hundred nine thousand zloty),
- 4) the statement of cash flows for the financial year until 31 December 2024, showing a net balance of cash and cash equivalents in the amount of PLN 117,596 thousand (in words: one hundred seventeen million five hundred ninety-six thousand zloty),
- 5) the additional information.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 5/17.06.2025  
of the Ordinary 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 17 June 2025  
on approving the consolidated financial statements of the Capital Group  
Benefit Systems for 2024**

**§1.**

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2024, which consists of:

- 1) the balance sheet as of 31 December 2024, showing total assets and total liabilities and equity in the amount of PLN 3,419,940 thousand (in words: three billion four hundred nineteen million nine hundred forty thousand zloty),
- 2) the income statement for the financial year until 31 December 2024, showing inter alia:
  - a) net revenues from sales in the amount of PLN 3,397,270 thousand (in words: three billion three hundred ninety-seven million two hundred seventy thousand zloty),
  - b) net income in the amount of PLN 454,659 thousand (in words: four hundred fifty-four million six hundred fifty-nine thousand zloty),
- 3) the statement of changes in equity for the financial year until 31 December 2024, showing equity in the amount of PLN 1,159,961 thousand (in words: one billion one hundred fifty-nine million nine hundred sixty-one thousand zloty),
- 4) the statement of cash flows for the financial year until 31 December 2024, showing a net balance of cash and cash equivalents in the amount of PLN 309,498 thousand (in words: three hundred nine million four hundred ninety-eight thousand zloty),
- 5) the additional information.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 6/17.06.2025  
of the Ordinary 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 17 June 2025  
on approving the Directors’ Report of the Management Board on the Activities of the  
Capital Group Benefit Systems for 2024**

**§1.**

The Ordinary General Meeting of Shareholders hereby approves the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems in 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 7/17.06.2025  
of the Ordinary 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 17 June 2025  
on approving the Report on activities of Supervisory Board in 2024**

**§1.**

The Ordinary General Meeting of Shareholders hereby approves the Report on activities of Supervisory Board in 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 8/17.06.2025  
of the Ordinary 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 17 June 2025  
on the distribution of net income for 2024**

**§1.**

1. The Ordinary General Meeting of Shareholders hereby decides the total net profit for 2024 of PLN 394,551,952.42 zlotys (in words: three hundred ninety-four million five hundred fifty-one thousand nine hundred fifty-two zlotys 42/100) distribute in a following manner: [...].

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 9/17.06.2025  
of the Ordinary 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 17 June 2025**

**on granting a vote of acceptance to the Member of the Company's Management Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Ms. Emilia Rogalewicz for the discharge of her duties as Member of the Management Board during 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 10/17.06.2025  
of the Ordinary 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 17 June 2025  
on granting a vote of acceptance to the Member of the Company's Management Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Marcin Fojudzki for the discharge of his duties as Member of the Management Board during 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 11/17.06.2025  
of the Ordinary 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 17 June 2025  
on granting a vote of acceptance to the Member of the Company's Management Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Wojciech Szwarc for the discharge of his duties as Member of the Management Board during 2024 in the period from 1 January to 28 May of 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 12/17.06.2025**



**of the Ordinary 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 17 June 2025  
on granting a vote of acceptance to the Member of the Company’s Supervisory Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. James Van Bergh for the discharge of his duties as Chairman of the Supervisory Board of the Company during 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 13/17.06.2025  
of the Ordinary 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 17 June 2025  
on granting a vote of acceptance to the Member of the Company’s Supervisory Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Krzysztof Kaczmarczyk for the discharge of his duties as a Member of the Supervisory Board of the Company during 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 14/17.06.2025  
of the Ordinary 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 17 June 2025  
on granting a vote of acceptance to the Member of the Company’s Supervisory Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Michael Sanderson for the discharge of his duties as a Member of the Supervisory Board of the Company during 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 15/17.06.2025**  
**of the Ordinary 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 17 June 2025**  
**on granting a vote of acceptance to the Member of the Company’s Supervisory Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Ms. Aniela Anna Hejnowska for the discharge of her duties as Deputy Chairman of the Supervisory Board of the Company during 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 16/17.06.2025**  
**of the Ordinary 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 17 June 2025**  
**on granting a vote of acceptance to the Member of the Company’s Supervisory Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Ms. Katarzyna Kazior for the discharge of her duties as a Member of the Supervisory Board of the Company during 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 17/17.06.2025**  
**of the Ordinary 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 17 June 2025**  
**on granting a vote of acceptance to the Member of the Company’s Supervisory Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Artur Osuchowski for the discharge of his duties as Deputy Chairman of the Supervisory Board of the Company during 2024, in the period from 1 January to 25 June of 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 18/17.06.2025**  
**of the Ordinary 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 17 June 2025**  
**on granting a vote of acceptance to the Member of the Company’s Supervisory Board**

**§1.**

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Ms. Julita Jabłkowska for the discharge of her duties as a Member of the Supervisory Board of the Company during 2024, in the period from 7 August to 31 December of 2024.

**§2.**

The Resolution enters into force upon its adoption.

**Resolution No. 19/17.06.2025**  
**of the Ordinary General Meeting of Shareholders**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**  
**with its registered seat in Warsaw (the “Company”)**  
**of 17 June 2025**  
**concerning opinion on the 2024 remuneration report**

**§1.**

Pursuant to Article 359 §2<sup>1</sup> of the Commercial Companies Code in connection with Article 90g Sec. 6 of the Act of 29 July 2005 on Public Offerings and Conditions for Introducing Financial Instruments into the Organised Trading System and on Public Companies, the Ordinary General Meeting expresses a positive opinion on the report concerning remuneration for 2024, taking into account the independent auditor's KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. report on the assessment of this report within the scope stipulated by law.

**§2.**

The resolution shall enter into force upon adoption.

**Resolution No. 20/17.06.2025**  
**of the Ordinary General Meeting of Shareholders**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**  
**with its registered seat in Warsaw (the “Company”)**  
**of 17 June 2025**  
**on the amendment of the Company’s Articles of Association**

**§1.**

Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 66(4) of the Accounting Act of 29 September 1994, the Ordinary General Meeting of Shareholders of the Company resolves to amend the Articles of Association of the Company by adding letter “(o)” to §27(4) of the Articles of Association, which shall read as follows:

*„(o) selection of an audit firm to carry out the audit of the financial statements and selection of an audit firm for the assurance of sustainability reporting.”*

**§2.**

This resolution shall enter into force upon its adoption, with legal effect as of the entry of the amendment to the Company's Articles of Association covered by this resolution into the register of entrepreneurs of the National Court Register (KRS) by the registration court.

**§3.**

The Ordinary General Meeting authorizes the Supervisory Board of the Company to determine the consolidated text of the Company’s Articles of Association, taking into account the amendments introduced pursuant to Resolution No. 20/17.06.2025 of the Ordinary General Meeting dated 17 June 2025.

**Resolution No. 21/17.06.2025**  
**of the Ordinary General Meeting**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**

**with its registered seat in Warsaw (hereinafter, the “Company”)**

**of 17 June 2025,**

**concerning merger of the Company, as the acquiring company,**

**with**

**(I) YES TO MOVE SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ, with its  
registered office in Warsaw, and**

**(II) GYM POZNAŃ SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ, with its  
registered office in Warsaw**

**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 Ordinary General Meeting (hereinafter, the “**Ordinary 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) **YES TO MOVE SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw (00-844), Pl. 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, XIII Commercial Division of the National Court Register under No. 0000508383, REGON: 147322860, (tax identification number) NIP: 5252590452

(hereinafter, the “**ACQUIRED COMPANY 1**”)

(ii) **GYM POZNAŃ SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw (00-844), Pl. 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, XIII Commercial Division of the National Court Register under No. 0000744796, REGON: 380659782, (tax identification number) NIP: 7811976017

(hereinafter, the “**ACQUIRED COMPANY 2**”)

(jointly hereinafter referred to as the “**ACQUIRED COMPANIES**”).

### **§ 2**

The Ordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 14 May 2025, 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 Companies 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.