

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 22 August 2022, 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 Companies: Benefit IP sp. z o.o. with its registered seat in Warsaw and Benefit IP spółka z ograniczoną odpowiedzialnością sp.k. with its registered seat in Warsaw, in which the Company holds directly and indirectly 100% of shares in the share capital is i.a. to simplify the structure of the Capital Group of the Issuer.

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 22 August 2022,
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 22 August 2022,
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 22 August 2022,
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 22 August 2022 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 Benefit IP sp. z o.o. i Benefit IP spółka z ograniczoną odpowiedzialnością sp.k. 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 22 August 2022.
7. Adoption of resolution concerning a plan of merger of the Company with Benefit IP sp. z o.o. i Benefit IP spółka z ograniczoną odpowiedzialnością sp.k. along with the granting of consent for the plan of merger of the companies.
8. Any other business.
9. 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 22 August 2022,
concerning merger of the Company, as the acquiring company,

with BENEFIT IP SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ

as the acquired company 1

and BENEFIT IP SPÓŁKA Z OGRANICZONĄ

ODPOWIEDZIALNOŚCIĄ SPÓŁKA KOMANDYTOWA

as the acquired company 2

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: **BENEFIT IP 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 Warsaw, XIII Commercial Division of the National Court Register, under No. 0000421834, (industry identification number) REGON 146137295, (tax identification number) NIP 5252532785 (hereinafter, the “**ACQUIRED COMPANY 1**”) and with company under the business name of: **BENEFIT IP SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ SPÓŁKA KOMANDYTOWA** 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 Warsaw, XIII Commercial Division of the National Court Register, under No. 0000434836, (industry identification number) REGON 142758764, (tax identification number) NIP 7010276173 (hereinafter, the “**ACQUIRED COMPANY 2**”)

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 30 June 2022, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and in Judicial and Economic Monitor (Monitor Sądowy i Gospodarczy) under No. 130/2022 (6529) pos. 36252.

§ 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 1 and Acquired Company 2 to the Acquiring Company (merger by acquisition).

§ 4

1. Due to the fact that the Acquiring Company:

- a) is the sole shareholder and holds 100% of shares in the share capital of the Acquired Company 1 (i.e. pursuant to the Article 492 § 1 item 1 of the CCC, Article 516 § 4 of the CCC) and
- b) is the sole limited partner in Acquired Company 2, whereas the sole general partner of this company is Acquired Company 1, which is also acquired by the Acquiring Company, and Acquired Company 1 will lose its legal existence in the result of merger (i.e. pursuant to the Article 492 § 1 of the CCC, Article 517 and next of the CCC),

The merger will take place without an increase in the share capital of the Acquiring Company. The Acquired Companies are direct or indirect 100% subsidiaries of the Acquiring Company. As a result of the merger, there will be no entity that could be entitled to acquire shares in the share capital of the Acquiring Company to be increased in connection with the merger.

2. In connection with the Merger, the Acquired Company 1 as the general partner of the Acquired Company will not be granted shares in the Acquiring Company, as the Merger will also involve the acquisition of the Acquired Company 1 by the Acquiring Company in view of which the Target Acquired Company 1 will lose its legal existence.
3. In view of the fact that the Merger will be carried out without an increase in the share capital of the Acquiring Company and that the Merger does not give rise to any new circumstances requiring disclosure in the articles of association of the Acquiring Company, the articles of association of the Acquiring Company in connection with the Merger will not be amended.

§ 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 of the CCC or 518 § 1 item 4 of the CCC.

§ 6

The resolution shall become effective as of the date of its adoption.