

**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 16
November, 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: FitSport Polska sp. z o.o., 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.

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 16 November 2020
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 16 November 2020
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 ____
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 ____:

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. 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 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.