

**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 6-14 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 points 15-16 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 subsidiary Company: Active Sport i Rekreacja sp. z o.o. 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.

Resolution No. ____
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 ____
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. ____
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 ____
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. ____
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 ____
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 ____, 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 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 2023 and the assessment of the activities of the Supervisory Board during 2023.
 - c) Reports of the Supervisory Board on the evaluation of: (i) the Company's separate financial statements for 2023; (ii) the Benefit Systems Group's consolidated financial statements for 2023; (iii) the consolidated directors report on the activities of the Benefit Systems Group for 2023.
7. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2023.
8. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2023.
9. Reviewing and approving the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2023.
10. Reviewing and approving the report on the activities of the Supervisory Board for 2023.
11. Adopting the resolution on the distribution of net income for 2023.
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 2023 Remuneration Report.
15. Presentation of the material contents of the plan of merger with Active Sport i Rekreacja 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 28 June 2024.
16. Adoption of resolution concerning a plan of merger of the Company with Active Sport i Rekreacja sp. z o.o. along with the granting of consent for the plan of merger of the companies.
17. Closing the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Resolution No. _____
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 _____
on approving the financial statements of BENEFIT SYSTEMS S.A. for 2023

§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 2023, which consists of:

- 1) the balance sheet as of 31 December 2023 showing total assets and total liabilities and equity in the amount of PLN 2,320,183 thousand (in words: two billion three hundred twenty million one hundred eighty-three thousand zloty),
- 2) the income statement for the financial year until 31 December 2023, showing inter alia:
 - a) net revenues from sales in the amount of PLN 1,853,364 thousand (in words: one billion eight hundred fifty-three million three hundred sixty-four thousand zloty),
 - b) net income in the amount of PLN 348,612 thousand (in words: three hundred forty-eight million six hundred twelve thousand zloty),
- 3) the statement of changes in equity for the financial year until 31 December 2023, showing equity in the amount of PLN 1,066,966 thousand (in words: one billion sixty-six million nine hundred sixty-six thousand zloty),
- 4) the statement of cash flows for the financial year until 31 December 2023, showing a net balance of cash and cash equivalents in the amount of PLN 284,273 thousand (in words: two hundred eighty-four million two hundred seventy-three thousand zloty),
- 5) the additional information.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
on approving the consolidated financial statements of the Capital Group
Benefit Systems for 2023

§1.

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2023, which consists of:

- 1) the balance sheet as of 31 December 2023, showing total assets and total liabilities and equity in the amount of PLN 2,800,423 thousand (in words: two billion eight hundred million four hundred twenty-three thousand zloty),
- 2) the income statement for the financial year until 31 December 2023, showing inter alia:
 - a) net revenues from sales in the amount of PLN 2,774,145 thousand (in words: two billion seven hundred seventy-four million one hundred forty-five thousand zloty),
 - b) net income in the amount of PLN 444,873 thousand (in words: four hundred forty-four million eight hundred seventy-three thousand zloty),
- 3) the statement of changes in equity for the financial year until 31 December 2023, showing equity in the amount of PLN 998,330 thousand (in words: nine hundred ninety-eight million three hundred thirty zloty),
- 4) the statement of cash flows for the financial year until 31 December 2023, showing a net balance of cash and cash equivalents in the amount of PLN 434,004 thousand (in words: four hundred thirty-four million four thousand zloty),
- 5) the additional information.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
on approving the Directors’ Report of the Management Board on the Activities of the
Capital Group Benefit Systems for 2023

§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 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. _____
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 _____
on the distribution of net income for 2023

§1.

1. The Ordinary General Meeting of Shareholders hereby decides the total net profit for 2023 of PLN 348,612,411.66 zlotys (in words: three hundred forty-eight million six hundred twelve thousand four hundred eleven zlotys 71/100) distribute in a following manner:
 - a) the full amount of the net profit to allocate to be distributed among the shareholders by means of payment of a dividend.
 - b) use the Company's reserve capital by allocating the amount of: PLN 50,757,008.34, which is part of the funds transferred to this capital from the Company's profit from previous years, for the payment of dividend to shareholders;
 - c) in total, pay the amount of dividend to the Company's shareholders: PLN 399,369,420.00 which will be equivalent to a PLN 135 of dividend per share;
 - d) designate September 16, 2024 as the dividend date;
 - e) pay the dividend in two tranches: (i) the first tranche payable on September 27, 2024 in the amount of PLN 67.5 per share; (ii) the second tranche payable on November 25, 2024 in the amount of PLN 67.5 per share.

§2.

The Resolution enters into force upon its adoption.

Resolution No. _____
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 _____

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 2023.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
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 ____
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 2023.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
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 ____
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. Bartosz Józefiak for the discharge of his duties as Member of the Management Board during 2023 in the period from 1 January to 23 August of 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
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 2023 in the period from 6 September to 31 December of 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
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 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____

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 a Member of the Supervisory Board of the Company during 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____

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 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
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. Marcin Marczuk for the discharge of his duties as Deputy Chairman of the Supervisory Board of the Company during 2023, in the period from 1 January to 29 June of 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
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 Rohde Pedersen for the discharge of his duties as a Member of the Supervisory Board of the Company during 2023, in the period from 1 January to 29 June of 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
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 a Member of the Supervisory Board of the Company during 2023, in the period from 29 June to 31 December of 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
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 2023, in the period from 29 June to 31 December of 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
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 2023, in the period from 1 September to 31 December of 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
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 ____
concerning opinion on the 2023 remuneration report

§1.

Pursuant to Article 359 §2¹ 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 2023, 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. ____
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 ____,
concerning merger of the Company, as the acquiring company,

with
Active Sport i Rekreacja Spółka z ograniczoną odpowiedzialnością
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 ACTIVE SPORT I REKREACJA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Zawiercie (42-400), ul. Górnośląska 8, entered in the register of business entities of the National Court Register maintained by the District Court in Częstochowa, XVII Commercial Division of the National Court Register under No. 0001061941, REGON: 526608697, (tax identification number) NIP: 5771999441 (hereinafter, the “ACQUIRED COMPANY”)

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on ___ May 2024, 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 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.

