

FORM
TO EXERCISE VOTING RIGHT BY A PROXY AT THE EXTRAORDINARY GENERAL
MEETING OF BENEFIT SYSTEMS S.A.
WITH ITS REGISTERED OFFICE IN WARSAW ON 19 September 2024.

Shareholder (natural person):

Mr /Ms

.....
FIRST NAME AND FAMILY NAME OF THE SHAREHOLDER

holder of identity card
NUMBER AND SERIES OF SHAREHOLDER'S IDENTITY CARD

issued by
NAME OF THE ISSUING AUTHORITY

.....
SHAREHOLDER'S PERSONAL IDENTIFICATION NUMBER (PESEL)

.....
SHAREHOLDER'S TAX IDENTIFICATION NUMBER (NIP)

.....
NUMBER OF SHARES

Shareholder's contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

Shareholder (legal person or another organisational unit):

.....

ENTITY'S NAME

.....

NUMBER UNDER WHICH THE ENTITY WAS ENTERED IN THE NATIONAL COURT REGISTER (KRS) (THE KRS NUMBER) OR ANOTHER
REGISTER AND NAME OF THE REGISTRY COURT / REGISTER

.....

NUMBER OF SHARES

Shareholder's (legal person or other organisational unit) contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

Hereby appoints, as their proxy,

Mr /Ms

.....

FIRST NAME AND FAMILY NAME OF THE PROXY

holder of identity card

NUMBER AND SERIES OF THE PROXY'S IDENTITY CARD

issued by

.....

NAME OF THE ISSUING AUTHORITY

.....
PROXY'S PERSONAL IDENTIFICATION NUMBER (PESEL)

.....
PROXY'S TAX IDENTIFICATION NUMBER (NIP)

Proxy's contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

to represent the Shareholder at the Extraordinary General Meeting of Benefit Systems S.A. with its registered seat in Warsaw, which was called to be held on 19 September 2024.

The Proxy shall be authorised to ...

.....
.....
.....
.....

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 19 September 2024,
on electing the Chairperson of the General Meeting

§1.

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

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for” ☐

Vote “against” ☐

Vote “abstaining” ☐

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 19 September 2024,
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.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for” ☐

Vote “against” ☐

Vote “abstaining” ☐

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 19 September 2024,
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 19 September 2024, 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 (i) Artis Clubs sp. z o.o.; (ii) Good Luck Club GLC 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 19 September 2024.
7. Adoption of a resolution concerning a plan of merger of the Company with (i) Artis Clubs sp. z o.o.; (ii) Good Luck Club GLC sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Adoption of a resolution concerning a change to the remuneration of Members of the Supervisory Board of the Company
9. Any other business.
10. Closing the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for” ☐

Vote “against” ☐

Vote “abstaining” ☐

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 19 September 2024,
concerning merger of the Company, as the acquiring company,
with Companies
ARTIS CLUB SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
GOOD LUCK CLUB GLC 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 companies

- (i) **ARTIS CLUB 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 Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0000550648, REGON: 361140075, (tax identification number) NIP: 5242778088 (hereinafter, the “**ACQUIRED COMPANY 1**”),
- (ii) **GOOD LUCK CLUB GLC 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 Warsaw in Warsaw, XIII Commercial Division of the National Court Register under No. 0000615012, REGON: 364294940, (tax identification number) NIP: 5833201185 (hereinafter, the “ACQUIRED COMPANY 2”),

(hereinafter jointly ACQUIRED COMPANY 1 and ACQUIRED COMPANY 2 as the “ACQUIRED COMPANIES”).

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 14 August 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 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.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for” ☐

Vote “against” ☐

Vote “abstaining” ☐

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

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 19 September 2024,
concerning the remuneration of Members of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 392 § 1 of the Commercial Companies Code and § 25 section 2 of the Articles of Association of Benefit Systems S.A. (the "Company"), the Extraordinary General Meeting determines the monthly remuneration of the Members of the Supervisory Board of the Company in the following amount, depending on the function performed in the Supervisory Board:

- 1) Chairman of the Supervisory Board – PLN 15,000 gross per month;
- 2) Deputy Chairman of the Supervisory Board – PLN 12,000 gross per month;
- 3) Member of the Supervisory Board – 9,000 gross per month.

In addition, Members of the Supervisory Board serving on the Company's Audit Committee will additionally receive:

- 1) Chairman of the Audit Committee – PLN 4,000 gross per month;
- 2) Member of the Audit Committee – PLN 3,000 gross per month.

§ 2

The remuneration specified in § 1 will be payable in arrears by the 10th day of the month to the bank account of the Supervisory Board Member. In the case of performing the function of a Member of the Supervisory Board for a period of incomplete month, the remuneration is calculated proportionally in the amount of 1/30 of the remuneration specified in § 1 for each day of serving as a Member of the Supervisory Board.

§ 3

The resolution shall become effective as of the date of its adoption, with the proviso that the remuneration of the Members of the Supervisory Board of the Company in the changed amount, determined in accordance with § 1 of this resolution, shall be effective from 1 October 2024.

Instruction for the Proxy on how to vote on resolution No. [...]

- Vote “for” ☐
- Vote “against” ☐
- Vote “abstaining” ☐

Voting by means of ticking the appropriate checkbox with a cross ("X")

Raising an objection to resolution: YES/NO *)