

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 APRIL 8, 2025.

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 April 8, 2025.

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 8 April 2025,
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.

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 8 April 2025,
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 8 April 2025,
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 8 April 2025, 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. Adoption of resolution on the increase of the Company’s share capital through the issue of ordinary bearer Series H Shares and the exclusion of all the pre-emptive rights of its existing shareholders in relation to all Series H Shares, the seeking of admission and introduction of Series H Shares and rights to Series H Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series H Shares and rights to Series H Shares, the authorization to execute an agreement for the registration of Series H Shares and rights to Series H Shares in the depository of securities, and on amendments to the Articles of Association of the Company.
7. Presentation of the material contents of the plan of merger with MyOrganiq 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 8 April 2025.
8. Adoption of resolution concerning a plan of merger of the Company with MyOrganiq sp. z o.o.; along with the granting of consent for the plan of merger of the companies.
9. Adoption of resolution on amendment to the Articles of Association of the Company.
10. Any other business.
11. 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 8 April 2025,

on the increase of the Company’s share capital through the issue of ordinary bearer Series H Shares and the exclusion of all the pre-emptive rights of its existing shareholders in relation to all Series H Shares, the seeking of admission and introduction of Series H Shares and rights to Series H Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series H Shares and rights to Series H Shares, the authorization to execute an agreement for the registration of Series H Shares and rights to Series H Shares in the depository of securities, and on amendments to the Articles of Association of the Company.

The Extraordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the **“Company”**), having reviewed an opinion of the Company’s Management Board regarding the exclusion of all the pre-emptive rights of the existing shareholders with respect to all new shares, acting pursuant to Articles 430-433 and Article 310 § 2 of the Act of 15 September 2000 – Commercial Companies Code (**“Commercial Companies Code”**) and § 8 Section 1 and 2 of the Company’s Articles of Association, resolves as follows:

§ 1

1. The Company’s share capital is increased by no less than PLN 1.00 (one zloty) and no more than PLN 280,000 (two hundred eighty thousand zlotys) up to no less than PLN 2,995,743.00 (two million nine hundred ninety-five thousand seven hundred forty-three zlotys) and no more than PLN 3,275,742 (three million two hundred seventy-five thousand seven hundred forty two zlotys) by way of issuing no less than 1 (one) and no more than 280,000 (two hundred eighty thousand series H ordinary bearer shares with the nominal value of PLN 1.00 (one zloty) each (the **“Series H Shares”**)).
2. The Series H Shares will be issued in a private placement within the meaning of Article 431 § 2 Item 1 of the Commercial Companies Code, conducted as a public offering exempted from the requirement to publish a prospectus, as defined in the relevant regulations, or other information or offering document for the purposes of such offering or an exemption from the mandatory registration in another jurisdiction. The Series H Shares may only be offered and sold (i) outside the territory of the United States of America in offshore transactions, as defined in and pursuant to the provisions of Regulation S under the U.S. Securities Act of 1933, as amended (**“US Securities Act”**); (ii) to qualified institutional buyers (QIBs) in the United States under Rule 144A of the US Securities Act; or (iii) under another exemption from the mandatory registration, or in transactions that are not subject to such registration. The investors who will be offered to subscribe for the Series H Shares will be selected based on the outcome of the book-building process for the Series H Shares.
3. The Series H Shares will participate in dividends on the following terms:
 - (a) if the Series H Shares are registered for the first time in the securities accounts by the dividend date (inclusive) set forth in the resolution of the Company’s General Meeting on the distribution of profits for 2024, the Series H Shares will participate for the first

time in the distribution of profits starting from the profits generated in the 2024 financial year, i.e. from 1 January 2024, in the same way as the Company's other shares;

- (b) if the Series H Shares are registered for the first time in the securities accounts on the day following the dividend date set in the resolution of the Company's General Meeting on the distribution of profit for 2024, Series H Shares will participate for the first time in the distribution of profit starting from the profit generated for the 2025 financial year, i.e. from 1 January 2025, in the same way as the Company's other shares;
- (c) the provision of letter (b) above shall apply if the Ordinary General Meeting of the Company, which shall approve the Company's financial statements for 2024, does not adopt a resolution on the payment of dividends to shareholders, and therefore no dividend date is set.

- 4. The Series H Shares may be paid only in cash.

§ 2

- 1. In the interest of the Company and following a review of the Company's Management Board opinion justifying the reasons for the exclusion of the pre-emptive rights and the proposed issue price of the shares or the method of determining it, all pre-emptive rights of its existing shareholders are hereby excluded with respect to the Series H Shares.
- 2. A written opinion of the Company's Management Board explaining the reasons for excluding the existing shareholders' pre-emptive rights with respect to the Series H Shares and presenting the method of determining the issue price of the Series H Shares is appended to this Resolution.

§ 3

- 1. It is resolved that the Company will apply for admission of the following to trading on a regulated market operated by the Warsaw Stock Exchange (the "**WSE**") where the Company shares are listed:
 - (a) Series H Shares; and
 - (b) no less than one (1) and no more than 280,000 (two hundred eighty thousand) rights to Series H Shares (within the meaning of the Act on Trading in Financial Instruments of 29 July 2005 (the "**Act on Trading in Financial Instruments**") (the "**Rights to Shares**").
- 2. The admission and introduction to trading on the regulated market operated by the WSE of the Series H Shares and the Rights to Shares will not require the publication of a prospectus or other information document in accordance with the relevant legal regulations.

§ 4

The Series H Shares and the Rights to Shares will be dematerialized, within the meaning of the applicable provisions of law, in particular the Act on Trading in Financial Instruments.

§ 5

- 1. § 6 Section 1 of the Company's Articles of Association is hereby amended to read as follows:

“1. The Company’s share capital is not less than 2,995,743.00 (two million nine hundred ninety-five thousand seven hundred forty-three) zlotys, but not more than 3,275,742.00 (three million two hundred seventy-five thousand seven hundred forty two) zlotys, and is divided into no less than 2,995,743 (two million nine hundred ninety-five thousand seven hundred forty-three), but no more than 3,275,742 (three million two hundred seventy-five thousand seven hundred forty two) ordinary shares with a nominal value of 1.00 (one) zloty each, including:

(a) 2,204,842 (two million two hundred and four thousand eight hundred and forty-two) series A bearer shares with a nominal value of 1.00 (one) zloty each;

(b) 200,000 (two hundred thousand) series B bearer shares with a nominal value of 1.00 (one) zloty each;

(c) 150,000 (one hundred and fifty thousand) series C ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each, taken up as a result of exercising the rights attached to subscription warrants issued by the Company pursuant to Resolution No. 6/2010 of the Extraordinary General Meeting of November 24, 2010;

(d) 120,000 (one hundred and twenty thousand) series D ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each, acquired as a result of exercising the rights attached to subscription warrants issued by the Company pursuant to Resolution No. 19/31.05.2012 of the Ordinary General Meeting of May 31, 2012;

(e) 74,700 (seventy-four thousand seven hundred) series E ordinary bearer shares with a nominal value of 1.00 (one) zloty each taken up as a result of the exercise of rights under subscription warrants issued by the Company pursuant to Resolution No. 21/15.06.2016 of the Ordinary General Meeting of June 15, 2016;

(f) 184,000 (one hundred and eighty-four thousand) series F ordinary bearer shares with a nominal value of 1.00 (one) zloty each;

(g) 62,200 (sixty-two thousand two hundred) series G ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;

(h) not less than 1 (one) but not more than 280,000 (two hundred eighty thousand) series H ordinary bearer shares with a nominal value of 1.00 (one) zloty each.”

2. The wording of § 6 Section 1 of the Articles of Association (the final value of the Company’s share capital) will be finalized by the Management Board of the Company pursuant to Article 431 § 7 in conjunction with Article 310 of the Commercial Companies Code by way of a notarized statement on the value of the subscribed share capital upon the acquisition of the Series H Shares.
3. The Supervisory Board of Company is hereby authorized to adopt an amended and restated text of the Articles of Association, reflecting the amendments set out in this Resolution.

§ 6

1. The Company’s Management Board is hereby authorized to take all actions related to the share capital increase through the issue of Series H Shares, in particular:

- (a) to determine the issue price of Series H Shares, whereby the issue price will be determined on the basis of the results of a book-building process (or other process intended to solicit prospective subscribers for the Series H Shares and to ascertain its optimum level);
- (b) to determine the final number of Series H Shares to be offered to selected investors and the final amount by which the share capital of the Company will be increased, provided that such final amount may not be lower than the minimum amount or higher than the maximum amount of the capital increase specified in § 1 Section 1 of this resolution, which means that the total number of Series H Shares issued will not exceed 280,000 (two hundred eighty thousand);
- (c) to determine the final content of the agreements to subscribe for the Series H Shares (Series H Shares subscription agreements) and the date of their execution, provided, however, that such agreements should be concluded immediately after determining the investors to whom offers to subscribe for Series H Shares will be made, but not later than 6 (six) months of the date of adoption of this Resolution, and to conclude, on behalf of the Company, the agreements to subscribe for the Series H Shares;
- (d) to stipulate the rules for offering, subscription and taking up of Series H Shares and the rules for conducting the book-building process for the Series H Shares, provided that:
 - (1) the Management Board is required to offer the Series H Shares only to the investors that have received an invitation from the investment company conducting the book-building process (or any other process intended to solicit prospective subscribers for Series H Shares) to participate in the offering and meet the following conditions: (i) they are qualified investors within the meaning of Article 1(4)(a) in connection with Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC ("**Prospectus Regulation**"); or (ii) the number of investors to whom Series H Shares will be offered will be less than 150 natural or legal persons other than qualified investors (Article 1.4(b) of the Prospectus Regulation); or (iii) they take up securities for a total consideration of at least EUR 100,000 per investor as referred to in Article 1.4(d) of the Prospectus Regulation, including the investors who:
 - (i) will be shareholders of the Company holding, as at the end of 23 March 2025 (the "**Priority Day**"), shares in the Company carrying at least 0.5% of the total number of votes in the Company; and
 - (ii) will confirm the fact that they hold shares in the Company in the number specified in subitem (i) above as at the end of the Priority Day during the book-building process (or any other process intended to solicit prospective subscribers for the Series H Shares), by submitting a certificate or certificates confirming their ownership of the shares in the Company and their number, issued by the investment company maintaining the securities account of the relevant party or any other document constituting, in the opinion of the relevant investment company conducting the book-building process, sufficient evidence of

the investor's shareholding as at the end of the Priority Day (whereby the shareholding is determined individually for each shareholder, and for shareholders that are investment funds and pension funds, it may be determined collectively for all funds managed by the same investment fund company or pension company) ("**Qualified Investors**");

- (2) without prejudice to item (3) below, each Qualified Investor who in the book-building process (or any other process intended to solicit prospective subscribers for the Series H Shares) submits a declaration or declarations to subscribe for Series H Shares at a price not lower than the issue price of the Series H Shares as determined by the Management Board pursuant to the terms set out in Section 1(a) above, is entitled to take up, on a priority basis, a number of Series H Shares not less than the number of Series H Shares which, after the Series H Shares have been issued, will enable such Qualified Investor to maintain a share in the total number of votes at the General Meeting of the Company not less than the share in the total number of votes at the General Meeting of the Company held by such Qualified Investor as at the end of the day on the Priority Day, as specified in item (1)(ii) above, provided that if the number of Series H Shares so determined is not a whole integer, it will be rounded down to the nearest integer (the "**Priority Right**");
 - (3) the Management Board will be entitled to offer the Series H Shares that have not been pre-allocated in accordance with the rules in items (1) to (2) above to other entities eligible to participate in the offering of Series H Shares on the terms and conditions set forth in item (1) above;
 - (e) to execute agreements intended to secure the success of the public offering of the Series H Shares, in particular an underwriting agreement or a placement agreement.
2. The Company's Management Board is hereby authorized to take all actions for the purposes of the admission and introduction of the Series H Shares and the Rights to Shares to trading on a regulated market operated by the WSE where the Company shares are listed.
 3. The Company's Management Board is hereby authorized to take any and all actions to dematerialize the Series H Shares and the Rights to Shares, as defined in the Act on Trading in Financial Instruments and, in particular, to execute an agreement with the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) for registration of the Series H Shares and the Rights to Shares.
 4. The Company's Management Board is hereby authorized to rescind the implementation of this Resolution. The implementation of this Resolution may be rescinded no later than 6 (six) months from the date of adoption hereof.

§ 7

1. This resolution enters into force upon its adoption.
2. The amendment to the Company's Articles of Association referred to in § 5 Section 1 hereof becomes effective upon being entered in the Register of Entrepreneurs of the National Court Register.

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 8 April 2025,
concerning merger of the company, as the acquiring company, with company
MyOrganIQ 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 MYORGANIQ SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), plac 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. 0000561011, REGON: 361649637, (tax identification number) NIP: 7792431729 (hereinafter, the “ACQUIRED COMPANY”),

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 27 February 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 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.

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 8 April 2025,

on amendment to the Articles of Association of the Company and the manner of establishing the consolidated text of the amended articles of association

§1.

The Extraordinary General Meeting hereby amends the content of § 6 Section 3 of the Articles of Association of the Company with the following wording:

“§6

“3. The contingent share capital of the Company shall amount to PLN 100,250.00 (one hundred thousand two hundred fifty zlotys) and shall be divided into 100,250 (one hundred thousand two hundred fifty) series G ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each.”

By adding new, following wording:

“§6

“3. The contingent share capital of the Company shall amount to PLN 62,800.00 (sixty two thousand eight hundred zlotys) and shall be divided into 62,800 (sixty two thousand eight hundred) series G ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each.”

§2.

This resolution shall enter into force upon and subject to the registration by the registry court of the entry of the amendment to the Company's articles of association covered by the resolution of the Extraordinary General Meeting No. [...] of April 8, 2025, with legal effect from the moment the registry court enters the amendment to the Company's articles of association covered by this resolution in the register of entrepreneurs of the National Court Register.

§3.

The Supervisory Board of Company is hereby authorized to adopt an amended and restated text of the Articles of Association, reflecting the amendments set out in this Resolution.

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 *)