



Draft Resolutions

**for the Annual General Meeting of Benefit Systems Spółka Akcyjna (the "Company")
convened for 10 June 2026 at 11:00 a.m.**

(the "Annual General Meeting" or "Ordinary General Meeting")

The Annual General Meeting was convened by the Management Board of the Company pursuant to Articles 395, 399 § 1, 402¹ and 402² of the Act of 15 September 2000 – the Commercial Companies Code (consolidated text: Journal of Laws of 2024, item 18, as amended) (the "**Commercial Companies Code**" or the "**CCC**").

In accordance with Principle 4.6 of the Best Practice for GPW Listed Companies 2021, draft resolutions of the general meeting concerning matters other than procedural matters include a statement of reasons intended to enable shareholders to make informed decisions.

The statement of reasons relating to the individual items on the agenda is presented below.

1. Resolutions of a procedural nature (items 2, 4 and 5 of the agenda)

Draft resolutions concerning:

- the election of the Chairperson of the Ordinary General Meeting (item 2),
- the election of the Scrutiny Committee (item 4),
- the adoption of the agenda (item 5),

are of a procedural nature and result from legal regulations as well as the established practice of the functioning of general meetings of public companies. Due to their technical nature, they do not require a detailed justification.

2. Resolutions constituting the mandatory subject of the proceedings of the ordinary general meeting (items 6 - 13 of the agenda)

Draft resolutions concerning:

- approval of the Company's standalone financial statements for the year 2025 (item 6),
- approval of the consolidated financial statements of the Benefit Systems Capital Group for the year 2025 (item 7),
- approval of the consolidated report of the Management Board on the activities of the Benefit Systems Capital Group in the year 2025 (item 8),
- approval of the Supervisory Board's report for the year 2025 (item 9),
- distribution of profit for the year 2025 (item 10),
- granting a discharge to the members of the Company's Management Board (item 11),
- granting a discharge to the members of the Company's Supervisory Board (item 12),
- expressing an opinion on the remuneration report for the year 2025 (item 13),

constitute the mandatory subject of the proceedings of the ordinary general meeting resulting from legal regulations and the principles of corporate governance of public companies.



In light of Art. 395 § 2 of the Commercial Companies Code, the subject of the proceedings of the ordinary general meeting should be:

- 1) examination and approval of the management board's report on the company's activities and the financial statements for the previous financial year,
- 2) adoption of a resolution on the distribution of profit or coverage of loss,
- 3) granting discharge to members of the company's bodies for the performance of their duties.

Additionally, in accordance with Art. 395 § 2¹ of the CCC, in the case of a public company, the subject of the proceedings of the ordinary general meeting should also include the adoption of a resolution expressing an opinion on the remuneration report.

Furthermore, if the company, as a dominant entity, prepares annual consolidated financial statements of a capital group, the ordinary general meeting should include in the agenda the examination and approval of these statements, in accordance with Art. 395 § 5 of the Commercial Companies Code in conjunction with Art. 63c section 4 of the Accounting Act of 29 September 1994, as well as the examination and approval of the report on the activities of the capital group attached to the annual consolidated financial statements on the basis of Art. 55 section 2a of said Act.

Furthermore, in light of Art. 382 § 3 point 3 and Art. 382 § 3¹ of the Commercial Companies Code and in accordance with principle 2.11 of the Best Practice for GPW Listed Companies 2021, the supervisory board prepares and presents to the ordinary general meeting for approval the supervisory board's report for the previous financial year.

Due to the standard and mandatory nature of the resolutions indicated above, they do not require a detailed justification.

3. Justification of the draft resolution on the amendment of the Company's Articles of Association (item 14 of the agenda)

The draft resolution provides for an amendment to the Company's Statutes consisting in revising the existing provisions, with the exception of § 6 sections 2–5, and adopting a new, reorganized wording thereof. The proposed amendments to the Company's Statutes are intended to comprehensively modernize the Company's corporate governance framework while preserving the continuity of the fundamental principles governing the functioning of the Company's governing bodies and respecting the rights of the Company's shareholders.

The proposed amendments are aimed at adapting the Statutes to the current regulatory environment, public market standards, and the scale of operations of the Company and its capital group (the "**Capital Group**").

To a significant extent, the proposed amendments are of an organizational, simplifying, or editorial nature — they eliminate provisions duplicating the regulations of the Polish Commercial Companies Code, remove overly detailed or historical solutions, and, in many areas, restore the statutory model as the primary point of reference for the functioning of the Company's governing bodies.

One of the main objectives of the proposed amendments is to increase the clarity of the Statutes and reduce their excessive casuistry. To this end, it has been proposed to remove or simplify provisions that did not create additional normative value, but merely repeated statutory regulations or regulated matters that may be more effectively governed at the level of the by-laws of the Company's governing bodies. These changes are intended to ensure that the Statutes focus on genuine constitutional and competence-related matters while maintaining the greatest possible degree of transparency.



Another important objective of the proposed amendments is the modernization of the corporate governance framework by taking into account current standards applicable to public companies, including the Best Practice for GPW Listed Companies 2021. In particular, the draft strengthens provisions relating to the organization of the Supervisory Board's work and the strategic supervision exercised over the activities of the Company and the Capital Group. In this context, the proposed amendments also reflect the development of practices relating to the functioning of Supervisory Board committees, Supervisory Board advisers, supervision over material transactions, and the use of electronic means of communication in corporate processes.

The proposed amendments to the Statutes also address the need to better reflect the Company's operating model as an entity managing the Capital Group. Accordingly, the draft introduces or clarifies provisions relating to the Capital Group's strategy, budget, certain Supervisory Board competences exercised at the group level, and supervisory mechanisms relating to significant transactions and asset-related decisions. These solutions strengthen the competences of the Supervisory Board while at the same time ensuring transparency and predictability in their exercise vis-à-vis the Management Board.

The proposed amendments also include elements reflecting the Company's long-term orientation and approach to value creation, including the maintenance and further development of provisions relating to the Company's purpose and the consideration of stakeholders' interests. These solutions are consistent both with the adopted direction of the Company's development and with the standards of responsible corporate governance, as well as with the assumptions related to the further development of the BCorp and ESG model.

In the opinion of the Management Board and the Supervisory Board, the proposed amendments to the Statutes, if adopted, will increase the transparency, consistency, and functionality of the statutory framework, better reflecting the current scale and operating model of the Company, while not limiting shareholders' rights or disturbing the fundamental balance of competences between the Company's governing bodies. The adoption of the amendments to the Statutes is therefore intended to create a more modern, transparent, and adequate constitutional framework for the further development of the Company as a public company operating within an international Capital Group.

At the same time, the draft resolution provides that § 6 sections 2–5 of the Company's Statutes concerning the conditional share capital shall remain unchanged. These provisions remain valid because the rights attached to the subscription warrants entitling their holders to subscribe for series G shares have not yet been fully exercised, and the 2021–2025 incentive program under which the warrants were issued still remains subject to settlement. Maintaining the current wording of these provisions is therefore justified by the need to preserve the consistency of the statutory framework with the existing mechanisms of the incentive program and to ensure the continued ability to exercise the rights attached to the subscription warrants on the existing terms.

4. Rationale for the draft resolutions regarding the Incentive Scheme for 2026–2028 (items 15 and 16 of the agenda)

The adoption of the Incentive Scheme for 2026–2028 is intended to create incentive mechanisms for key employees and collaborators of the Company's capital group, supporting the effectiveness of long-term activities aimed at improving the results of the Company's capital group and increasing its value.

The proposed Incentive Scheme will enable the Company's capital group to maintain the high level of quality and stability of its management personnel by creating a lasting relationship between such personnel and the Company's capital group, to maintain the



Company's current competitive position and to support its further dynamic growth. The terms of the Incentive Scheme have been determined with a view to increasing the Company's value, which should, in turn, have a direct positive impact on the value of the shares held by the Company's shareholders.

The rationale for the issue price of series I shares and series O, P, R, S, T and U subscription warrants is attached to the resolution on the issue of series O, P, R, S, T and U subscription warrants, conditional share capital increase by way of issue of series I shares, exclusion of the existing shareholders' pre-emptive rights to subscription warrants and series I shares, and amendment to the Company's Statute.

5. Rationale for the draft resolution regarding the merger of the Company with: (i) Fit Meet sp. z o.o. with its registered office in Wrocław and (ii) Core Fitness sp. z o.o. with its registered office in Warsaw, including approval of the merger plan of such companies (item 18 of the agenda)

The merger of the Company with its subsidiaries: Fit Meet sp. z o.o. with its registered office in Wrocław and Core Fitness sp. z o.o. with its registered office in Warsaw, in which the Company holds 100% of the shares, is intended to simplify the organizational structure of the capital group and improve management efficiency. Given that the Company holds 100% of the shares in the companies being acquired, the merger is an intra-group transaction and does not affect the economic position of the Company's shareholders.

6. Rationale for the draft resolution regarding the establishment of additional remuneration for members of the Supervisory Board serving as members of the Supervisory Board Nomination and Remuneration Committee (item 19 of the agenda)

The granting of additional remuneration to members of the Supervisory Board for serving on the Nomination and Remuneration Committee is justified by the increased scope of duties, responsibilities and workload associated with performing tasks within the Committee. The Committee plays an important role in supporting the Supervisory Board in matters relating to the remuneration system for the Company's management personnel.

7. Rationale for the draft resolution concerning amendments to the Remuneration Policy for members of the Management Board and Supervisory Board of the Company (item 20 of the agenda)

The proposed increase in the maximum ratio of variable remuneration of Management Board members to their fixed remuneration from 150% to 300% is intended to strengthen the link between the remuneration system and the Company's long-term performance, strategy implementation and the creation of sustainable value for shareholders. The higher limit will allow for greater flexibility in shaping the remuneration of Management Board members, considering the scale of the Company's operations, the level of responsibility of its management personnel and current market conditions. At the same time, the amendment does not result in an automatic increase in remuneration, but only expands the maximum range of variable remuneration, the payment of which will remain conditional upon the fulfilment of specific, measurable criteria.



Draft Resolutions for the respective items of the agenda

For item 2 of the agenda:

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on electing the Chairperson of the Ordinary General Meeting

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw elects [●] as Chairperson of the Ordinary General Meeting.

§ 2.

This resolution shall enter into force upon its adoption.



For item 4 of the agenda:

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026**

on the election of the Scrutiny Committee

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw elects the Scrutiny Committee composed of [●].

§ 2.

This resolution shall enter into force upon its adoption.



For item 5 of the agenda:

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026**

on the adoption of the agenda of the Ordinary General Meeting

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**"), hereby adopts the following agenda of the Company's Ordinary General Meeting held on 10 June 2026 at 11:00 a.m.:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Confirmation that the Ordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Election of the Scrutiny Committee.
5. Adoption of the agenda of the Ordinary General Meeting.
6. Consideration and approval of the standalone financial statements of Benefit Systems S.A. for 2025.
7. Consideration and approval of the consolidated financial statements of the Benefit Systems Group for 2025.
8. Consideration and approval of the consolidated Management Board report on the activities of the Benefit Systems Group in 2025.
9. Consideration and approval of the Supervisory Board report for 2025.
10. Adoption of a resolution regarding the distribution of profit for 2025.
11. Adoption of resolutions regarding granting discharge to members of the Management Board of the Company.
12. Adoption of resolutions regarding granting discharge to members of the Supervisory Board of the Company.
13. Adoption of a resolution regarding the opinion on the remuneration report for 2025.
14. Adoption of a resolution regarding amendments to the Statutes of the Company.
15. Adoption of a resolution regarding the establishment of the Incentive Scheme for 2026–2028.
16. Adoption of a resolution regarding the issuance of subscription warrants series O, P, R, S, T and U, the conditional increase of the share capital through the issuance of series I shares, deprivation of existing shareholders of pre-emptive rights to the subscription warrants and series I shares, and amendments to the Statutes of the Company.
17. Presentation to the shareholders of the Company of the material elements of the merger plan concerning the merger of the Company with: (i) Fit Meet sp. z o.o. with its registered office in Wrocław, and (ii) Core Fitness sp. z o.o. with its registered office in Warsaw, as well as all material changes in the Company's assets and liabilities occurring between the date of preparation of the merger plan and 10 June 2026.
18. Adoption of a resolution regarding the merger of the Company with: (i) Fit Meet sp. z o.o. with its registered office in Wrocław, and (ii) Core Fitness sp. z o.o. with its registered office in Warsaw, including approval of the merger plan of such companies.



19. Adoption of a resolution regarding the establishment of additional remuneration for members of the Supervisory Board serving as members of the Supervisory Board Nomination and Remuneration Committee.
20. Adoption of a resolution regarding amendments to the Remuneration Policy for members of the Management Board and Supervisory Board of the Company.
21. Closing of the meeting.

§ 2.

This resolution shall enter into force upon its adoption.



For item 6 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/6 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

**on the approval of the standalone financial statements of Benefit Systems S.A. for
2025**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") approves the standalone financial statements of the Company for the financial year 2025, which consists of:

- 1) the standalone statement of financial position prepared as of 31 December 2025, showing total assets and total equity and liabilities of PLN 5,566,413 thousand (in words: five billion five hundred sixty-six million four hundred thirteen thousand zlotys);
- 2) the standalone statement of profit or loss showing, for the financial year ended 31 December 2025, among other items:
 - a) revenue from sales of PLN 2,745,215 thousand (in words: two billion seven hundred forty-five million two hundred fifteen thousand zlotys);
 - b) net profit of PLN 402,089 thousand (in words: four hundred two million eighty-nine thousand zlotys);
- 3) the standalone statement of changes in equity showing, as of 31 December 2025, equity of PLN 2,255,544 thousand (in words: two billion two hundred fifty-five million five hundred forty-four thousand zlotys);
- 4) the standalone statement of cash flows showing, as of 31 December 2025, cash and cash equivalents of PLN 296,713 thousand (in words: two hundred ninety-six million seven hundred thirteen thousand zlotys);
- 5) notes to the standalone financial statements.

§ 2.

This resolution shall become effective upon its adoption.



For item 7 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/7 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

**on the approval of the consolidated financial statements of the Benefit Systems Group
for 2025**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw approves the consolidated financial statements of the Benefit Systems Group for the financial year 2025, which consists of:

- 1) the consolidated statement of financial position prepared as of 31 December 2025, showing total assets and total equity and liabilities of PLN 7,051,980 thousand (in words: seven billion fifty-one million nine hundred eighty thousand zlotys);
- 2) the consolidated statement of profit or loss showing, for the financial year ended 31 December 2025, among other items:
 - a) revenue from sales of PLN 4,522,683 thousand (in words: four billion five hundred twenty-two million six hundred eighty-three thousand zlotys);
 - b) net profit of PLN 572,895 thousand (in words: five hundred seventy-two million eight hundred ninety-five thousand zlotys);
- 3) the consolidated statement of changes in equity showing, as of 31 December 2025, equity of PLN 2,363,319 thousand (in words: two billion three hundred sixty-three million three hundred nineteen thousand zlotys);
- 4) the consolidated statement of cash flows showing, as of 31 December 2025, cash and cash equivalents of PLN 597,946 thousand (in words: five hundred ninety-seven million nine hundred forty-six thousand zlotys);
- 5) notes to the consolidated financial statements.

§ 2.

This resolution shall become effective upon its adoption.



For item 8 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/8 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

**on the approval of the consolidated Management Board report on the activities of the
Benefit Systems Group in 2025**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") approves the consolidated Management Board report on the activities of the Benefit Systems Group in 2025, comprising the report on the activities of the Company in 2025 and the consolidated sustainability statement of the Benefit Systems Group for 2025.

§ 2.

This resolution shall become effective upon its adoption.



For item 9 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/9 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026**

on the approval of the Supervisory Board report of Benefit Systems S.A. for 2025

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") approves the report of the Company's Supervisory Board for 2025, as presented to the General Meeting.

§ 2.

This resolution shall become effective upon its adoption.



For item 10 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/10 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on the distribution of profit for 2025 and the payment of dividend

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") resolves to distribute the Company's net profit for the financial year 2025 in the amount of PLN 402,089,085.32 (in words: four hundred two million eighty-nine thousand eighty-five zlotys and 32/100) as follows:

- a) the amount of PLN 330,104,200.00 shall be allocated to the payment of dividend to the Company's shareholders, i.e. PLN 100.00 per share of the Company;
- b) the amount of PLN 71,984,885.32 shall be allocated to the Company's supplementary capital.

§ 2.

Further to § 1 above, the Ordinary General Meeting resolves to:

- a) set the dividend record date as 7 September 2026;
- b) set the dividend payment date as 25 September 2026.

§ 3.

This resolution shall become effective upon its adoption.



For item 11 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/11 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026
on granting discharge to Emilia Rogalewicz**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Ms Emilia Rogalewicz discharge in respect of the performance of her duties as member of the Management Board of the Company in 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/12 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Marcin Fojudzki

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Mr Marcin Fojudzki discharge in respect of the performance of his duties as member of the Management Board of the Company in 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/13 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026
on granting discharge to Adam Kędzierski**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Mr Adam Kędzierski discharge in respect of the performance of his duties as member of the Management Board of the Company for the period from 28 February 2025 to 31 December 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/14 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026
on granting discharge to Marek Trepko**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Mr Marek Trepko discharge in respect of the performance of his duties as member of the Management Board of the Company for the period from 28 February 2025 to 31 December 2025.

§ 2.

This resolution shall become effective upon its adoption.



For item 12 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/15 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026
on granting discharge to James Van Bergh**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Mr James Van Bergh discharge in respect of the performance of his duties as member of the Supervisory Board for the period from 1 January 2025 to 18 June 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/19 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Krzysztof Kaczmarczyk

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Mr Krzysztof Kaczmarczyk discharge in respect of the performance of his duties as member of the Supervisory Board of the Company in 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/20 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Aniela Hejnowska

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Ms Aniela Anna Hejnowska discharge in respect of the performance of her duties as member of the Supervisory Board of the Company in 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/21 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Katarzyna Kazior

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Ms Katarzyna Kazior discharge in respect of the performance of her duties as member of the Supervisory Board of the Company in 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/17 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Julita Jabłkowska

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Ms Julita Jabłkowska discharge in respect of the performance of her duties as member of the Supervisory Board of the Company for the period from 1 January 2025 to 21 July 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/16 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026**

on granting discharge to Michael Sanderson

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Mr Michael Sanderson discharge in respect of the performance of his duties as member of the Supervisory Board of the Company for the period from 1 January 2025 to 18 June 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/23 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Grzegorz Wachowicz

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Mr Grzegorz Wachowicz discharge in respect of the performance of his duties as member of the Supervisory Board of the Company for the period from 21 July 2025 to 31 December 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/22 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Marzena Piszczek

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Ms Marzena Piszczek discharge in respect of the performance of her duties as member of the Supervisory Board of the Company for the period from 21 July 2025 to 31 December 2025.

§ 2.

This resolution shall become effective upon its adoption.



The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/18 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on granting discharge to Katarzyna Rozenfeld

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") grants Ms Katarzyna Rozenfeld discharge in respect of the performance of her duties as member of the Supervisory Board of the Company for the period from 21 July 2025 to 31 December 2025.

§ 2.

This resolution shall become effective upon its adoption.



For item 13 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/24 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026**

**on expressing an opinion on the remuneration report concerning members of the
Management Board and Supervisory Board for 2025**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**"), pursuant to Article 395 § 2¹ of the Commercial Companies Code in conjunction with Article 90g section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, expresses a positive opinion on the remuneration report concerning members of the Management Board and Supervisory Board of the Company for 2025, taking into account the report of the independent statutory auditor, KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k., on the assessment of that report to the extent required by law.

§ 2.

This resolution shall become effective upon its adoption.



For item 14 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/25 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on the amendments to the Statutes of the Company

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**General Meeting**" and the "**Company**"), acting pursuant to Article 430 § 1 of the Commercial Companies Code, resolves to amend the Statutes of the Company by giving new wording to the provisions from § 1 to § 6 section 1 and from § 7 to § 32 of the Statutes of the Company, in accordance with the wording set out in the appendix to this resolution.

§ 2.

The General Meeting authorizes the Supervisory Board of the Company to determine the consolidated text of the Statutes of the Company, considering the amendments resulting from this resolution.

§ 3.

This Resolution shall become effective upon its adoption, provided that the amendments to the Statutes of the Company shall become effective upon their registration by the registry court in the register of entrepreneurs of the National Court Register.

Appendix:

New wording of the amended provisions of the Statutes of the Company.



For item 15 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/14/2 dated 14 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on the establishment of the Incentive Scheme for 2026–2028

The Annual General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the **"Company"**):

- 1) having regard to the need to:
 - (i) ensure appropriate motivation for persons key to the development of the Company's capital group (the **"Capital Group"** or the **"Group"**), i.e. members of the Company's management board (the **"Management Board"**) and members of the Group's senior and middle management;
 - (ii) shape the remuneration level of such persons in a manner supporting the achievement of the Company's long-term business objectives and the growth of its value;
- 2) taking into account the benefits of more closely aligning the interests of persons key to the Group with the interests of the Company and its shareholders by supporting their participation in the Company's shareholding structure,

resolves as follows:

§ 1.

Establishment of the Scheme

1. An incentive scheme for 2026–2028 is established in the Company (the **"Incentive Scheme"** or the **"Scheme"**) for persons key to the Capital Group, including members of the Management Board.
2. The General Meeting entrusts the supervisory board of the Company (the **"Supervisory Board"**) with adopting the rules of the Scheme, setting out the detailed rules for its implementation within the limits specified in this resolution (the **"Rules"**).
3. The Rules shall be adopted within 1 month from the date of this resolution.

§ 2.

Principles of the Scheme

1. The Scheme shall consist in the issue by the Company of no more than 99,000 registered subscription warrants (the **"Warrants"**) referred to in Article 453 § 2 of the Act of 15 September 2000 – Commercial Companies Code.
2. Each Warrant shall entitle its holder to subscribe for 1 series I share of the Company (a **"Share"**).



3. The Warrants shall be issued as part of a conditional share capital increase of the Company, excluding the pre-emptive rights of the Company's shareholders.
4. The Warrants shall be issued in series, with a maximum of 16,500 Warrants per series, as follows:
 - a) in 2026, series O and P Warrants shall be issued (1st tranche);
 - b) in 2027, series R and S Warrants shall be issued (2nd tranche);
 - c) in 2028, series T and U Warrants shall be issued (3rd tranche).
5. The Warrants shall be issued in three tranches in 2026–2028, provided that the possibility to subscribe for Shares shall depend on achieving the financial results specified in this resolution in the following three performance periods (the "**Performance Periods**"):

<i>Performance Period:</i>	<i>Start Date:</i>	<i>End Date:</i>
<i>Performance Period I</i>	1 January 2026	31 December 2028
<i>Performance Period II</i>	1 January 2027	31 December 2029
<i>Performance Period III</i>	1 January 2028	31 December 2030

6. For the purposes of exercising the rights attached to the Warrants:
 - a) "**EBITpS**" means the sum of Consolidated Normalized Operating Profit per Share achieved in the three consecutive years of a given Performance Period;
 - b) "**PBTpS**" means the sum of Consolidated Normalized Profit Before Tax per Share achieved in the three consecutive years of a given Performance Period;
 - c) "**Consolidated Normalized Operating Profit per Share**" means the quotient of:
 - (i) the consolidated operating profit disclosed in the Company's audited consolidated financial statements, adjusted for the impact of: one-off, non-recurring or non-operational events, including non-cash events or events related to M&A transactions, changes in accounting policies during the performance measurement period, costs of the Scheme, the hyperinflation effect resulting from the application of IAS 29, amortization or settlement of intangible assets (customer relationships) arising in the purchase price allocation (Purchase Price Allocation) process in connection with the acquisition of 100% of the shares in the share capital of the Turkish company Mars Spor Kulübü ve Tesisleri İşletmeciliği A.Ş., and gains or losses arising from unrealized foreign exchange differences;
 - and
 - (ii) the weighted average number of ordinary shares of the Company disclosed in the audited consolidated financial statements of the Company;
 - d) "**Consolidated Normalized Profit Before Tax per Share**" means the quotient of:
 - (i) the consolidated profit before tax disclosed in the Company's audited consolidated financial statements, adjusted for the impact of: one-off, non-recurring or non-operational events, including non-cash events or events related to M&A transactions, changes in accounting policies during the performance measurement period, costs of the Scheme, the hyperinflation effect resulting from the application of IAS 29, amortization or settlement of intangible assets (customer relationships) arising in the purchase price allocation (Purchase Price Allocation) process in connection with the acquisition of 100% of the shares in the share capital of the Turkish company



Mars Spor Kulübü ve Tesisleri İşletmeciliği A.Ş., and gains or losses arising from unrealized foreign exchange differences;

and

- (ii) the weighted average number of ordinary shares of the Company disclosed in the audited consolidated financial statements of the Company.

7. The Supervisory Board is authorized to verify adjustments to consolidated operating profit and consolidated profit before tax, in accordance with section 6(c)(i) and section 6(d)(i) above, for the purposes of determining the achievement of the objectives under the Scheme. Any such adjustments shall be applied only to reflect the circumstances expressly specified in section 6(c)(i) or section 6(d)(i).

§ 3. Eligible Persons

1. Persons entitled to subscribe for the Warrants (the "**Eligible Persons**") shall be persons in a total number not exceeding 149.
2. Warrants may be granted only to persons key to the Capital Group who, as at the date of subscription for the Warrants, remain in an employment relationship or another legal relationship with the Company or another entity from the Capital Group, on the basis of which they actually perform work or provide services for remuneration (the "**Employment Relationship**").
3. Warrants may not be granted to a person whose Employment Relationship has been terminated, expired or notice of termination has been given before the date of subscription for the Warrants.
4. The list of Eligible Persons, together with the number of Warrants of a given series granted to them:
 - a) with respect to members of the Management Board – shall be determined by the Supervisory Board;
 - b) with respect to other persons – shall be determined by the Management Board, taking into account the positions, scope of duties and level of responsibility of such persons within the Capital Group.
5. The number of Warrants granted to a given Eligible Person within a given tranche shall be equal for:
 - a) series O and P Warrants;
 - b) series R and S Warrants;
 - c) series T and U Warrants.
6. Warrants shall be granted and offered for subscription free of charge within the following periods:
 - a) within 2 months from the date of registration in the register of entrepreneurs of the amendment to the Company's Statute regarding the conditional increase of the Company's share capital for the purpose of granting the right to subscribe for Shares to holders of the Warrants – with respect to series O and P Warrants;
 - b) by the end of March 2027 – with respect to series R and S Warrants;
 - c) by the end of March 2028 – with respect to series T and U Warrants.
7. It is determined that:



- a) no more than 50% of the Warrants of a given series may be allocated to members of the Management Board;
 - b) no Eligible Person may be granted more than 10% of the Warrants of a given series, provided that Warrants of a given series not granted to members of the Management Board may, by decision of the Management Board, be granted to other key persons in the Capital Group.
8. Warrants may be subscribed for by an Eligible Person within 2 weeks from the date they are offered for subscription.

§ 4.

Exercise of Rights from the Warrants

1. Warrants:
 - a) series O, R and T shall entitle their holders to subscribe for Shares by reference to the achievement of the EBITpS target;
 - b) series P, S and U shall entitle their holders to subscribe for Shares by reference to the achievement of the PBTpS target.

Tranche I (2026)

2. Series O Warrants shall entitle their holders to subscribe for Shares upon achievement of an EBITpS value for the entire Performance Period I of at least PLN 1,240.70, provided that if EBITpS is at least PLN 1,116.60 but less than PLN 1,240.70, rights may be exercised from 50% of the series O Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved EBITpS level according to the following formula, rounded to a whole number of Warrants:

$$X = 50 + 50 \times (\text{EBITpS} - 1,116.60) / 124.10$$

where "X" means the percentage of series O Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that X may not exceed 100%.

3. Series P Warrants shall entitle their holders to subscribe for Shares upon achievement of a PBTpS value for the entire Performance Period I of at least PLN 1,078.70, provided that if PBTpS is at least PLN 970.80 but less than PLN 1,078.70, rights may be exercised from 50% of the series P Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved PBTpS level according to the following formula, rounded to a whole number of Warrants:

$$Y = 50 + 50 \times (\text{PBTpS} - 970.80) / 107.90$$

where "Y" means the percentage of series P Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that Y may not exceed 100%.

Tranche II (2027)

4. Series R Warrants shall entitle their holders to subscribe for Shares upon achievement of an EBITpS value for the entire Performance Period II of at least PLN 1,422.80, provided that if EBITpS is at least PLN 1,280.50 but less than PLN 1,422.80, rights may be exercised from 50% of the series R Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved EBITpS level according to the following formula, rounded to a whole number of Warrants:

$$X = 50 + 50 \times (\text{EBITpS} - 1,280.50) / 142.30$$



where "X" means the percentage of series R Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that X may not exceed 100%.

5. Series S Warrants shall entitle their holders to subscribe for Shares upon achievement of a PBTpS value for the entire Performance Period II of at least PLN 1,237.00, provided that if PBTpS is at least PLN 1,113.30 but less than PLN 1,237.00, rights may be exercised from 50% of the series S Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved PBTpS level according to the following formula, rounded to a whole number of Warrants:

$$Y = 50 + 50 \times (PBTpS - 1,113.30) / 123.70$$

where "Y" means the percentage of series S Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that Y may not exceed 100%.

Tranche III (2028)

6. Series T Warrants shall entitle their holders to subscribe for Shares upon achievement of an EBITpS value for the entire Performance Period III of at least PLN 1,629.90, provided that if EBITpS is at least PLN 1 466.90 but less than PLN 1,629.90, rights may be exercised from 50% of the series T Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved EBITpS level according to the following formula, rounded to a whole number of Warrants:

$$X = 50 + 50 \times (EBITpS - 1,466.90) / 163$$

where "X" means the percentage of series T Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that X may not exceed 100%.

7. Series U Warrants shall entitle their holders to subscribe for Shares upon achievement of a PBTpS value for the entire Performance Period III of at least PLN 1,417.10, provided that if PBTpS is at least PLN 1,275.40 but less than PLN 1,417.10, rights may be exercised from 50% of the series U Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved PBTpS level according to the following formula, rounded to a whole number of Warrants:

$$Y = 50 + 50 \times (PBTpS - 1,274.40) / 141.70$$

where "Y" means the percentage of series U Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that Y may not exceed 100%.

§ 5.

Subscription for Shares and Issue Price

1. It is determined that the right to subscribe for Shares under the Warrants may be exercised only in the period from 1 January to 31 March:
 - a) in the case of series O and P Warrants – in 2030;
 - b) in the case of series R and S Warrants – in 2031;
 - c) in the case of series T and U Warrants – in 2032.
2. Upon the ineffective expiry of the period for exercising the right to subscribe for Shares under a given Warrant, such Warrant shall expire in full.
3. The issue price of the Shares (the "**Issue Price**") shall be the arithmetic average of the closing prices of the Company's shares on the main market of the WSE over the 3-month



period preceding the date falling 2 business days before the date of adoption of this resolution, i.e. PLN [____], reduced by the total amount of dividends paid by the Company from the date of adoption of this resolution until the date of subscription for the Shares, calculated per one share of the Company.

§ 6.

Termination of Employment Relationship

1. For the purposes of the Scheme:
 - a) **“Bad Leaver”** means an Eligible Person whose Employment Relationship ceased or was terminated due to:
 - (i) a serious breach of duties arising from the Employment Relationship;
 - (ii) intentional action to the detriment of the Company or another entity from the Capital Group;
 - (iii) the occurrence of circumstances justifying termination of the Employment Relationship without notice due to the fault of the Eligible Person;
 - (iv) intentional breach of a non-compete obligation;
 - (v) intentional breach of confidentiality or business secrecy obligations;
 - b) **“Good Leaver”** means an Eligible Person whose Employment Relationship ceased or was terminated for reasons other than those constituting a Bad Leaver event expressly specified in section 1(a) above, including in particular as a result of:
 - (i) death;
 - (ii) permanent incapacity for work;
 - (iii) retirement;
 - (iv) termination of the Employment Relationship for reasons not attributable to the Eligible Person;
 - (v) reorganization within the Capital Group;
 - (vi) resignation by the Eligible Person.
2. If the Employment Relationship of an Eligible Person ceases before the date of exercise of rights under the Warrants:
 - a) in the case of a Good Leaver event resulting from the resignation submitted by the Eligible Person, the Eligible Person shall retain the right to subscribe for Shares only under such number of Warrants held by them as corresponds to the proportion of the number of full calendar years completed within the relevant three-year Performance Period before the date of termination of the Employment Relationship to the three years of such Performance Period, i.e.:
 - (i) 2026–2028 – for series O and P Warrants;
 - (ii) 2027–2029 – for series R and S Warrants;
 - (iii) 2028–2030 – for series T and U Warrants;whereas the right to subscribe for Shares under the remaining Warrants shall expire in full;
 - b) in the case of any other Good Leaver event, the Eligible Person shall retain the right to subscribe for Shares under the Warrants held by them in a number determined proportionally to the period during which the Eligible Person remained in the Employment Relationship within the relevant Performance Period, i.e.:



- (i) 2026–2028 – for series O and P Warrants;
- (ii) 2027–2029 – for series R and S Warrants;
- (iii) 2028–2030 – for series T and U Warrants;

whereas the right to subscribe for Shares under the remaining Warrants shall expire in full;

- c) in the case of a Bad Leaver event, the Eligible Person shall forfeit all rights to subscribe for Shares under all Warrants.
3. For the purposes of the Scheme:
- a) a change of function, scope of responsibilities, promotion or transfer of an Eligible Person within the Capital Group shall not in itself constitute grounds for the loss of rights under the Warrants held by such Eligible Person;
 - b) a change in the legal basis for the provision of work or services by an Eligible Person, including the change from one Employment Relationship to another Employment Relationship with the same or another entity within the Capital Group, shall not constitute termination of the Employment Relationship;
 - c) termination of the Employment Relationship shall occur exclusively upon the definitive termination of all legal relationships constituting an Employment Relationship between the Eligible Person and the Company or other entities within the Capital Group.

**§ 7.
Entry into force**

This resolution shall enter into force upon its adoption.



For item 16 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/14/3 dated 14 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [•]/[•] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

on the issue of series O, P, R, S, T and U subscription warrants, conditional share capital increase by way of issue of series I shares, exclusion of the existing shareholders' pre-emptive rights to subscription warrants and series I shares, and amendment to the Company's Statute

Pursuant to Articles 430, 448–453 and Article 433 § 2 of the Act of 15 September 2000 – Commercial Companies Code (the "**CCC**"), in connection with resolution No. [•] of [•] 2026 (the "**Scheme Resolution**") of the Annual General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") on the establishment of an incentive scheme in the Company for 2026–2028 (the "**Incentive Scheme**" or the "**Scheme**"), it is resolved as follows:

I. Issue of subscription warrants for the purpose of granting rights to subscribe for series I shares

§ 1.

1. Subject to the registration of the amendments to § 6 of the Company's Statute in the wording set out in § 9 of this resolution, the issue is approved of:
 - a) from 1 to 16,500 series O subscription warrants;
 - b) from 1 to 16,500 series P subscription warrants;
 - c) from 1 to 16,500 series R subscription warrants;
 - d) from 1 to 16,500 series S subscription warrants;
 - e) from 1 to 16,500 series T subscription warrants;
 - f) from 1 to 16,500 series U subscription warrants,registered, with the right to subscribe for series I shares of the Company (the "**Shares**"), excluding the pre-emptive rights of the Company's shareholders (the "**Warrants**").
2. The right to subscribe for the Warrants shall vest in persons who are members of the Management Board and senior and middle management of the Company's capital group (the "**Capital Group**"), as specified in resolutions of the supervisory board (the "**Supervisory Board**") and the management board of the Company (the "**Management Board**"), in accordance with the Scheme Resolution and the rules of the Scheme (the "**Rules**") (jointly, the "**Eligible Persons**").
3. Each Warrant shall entitle its holder to subscribe for 1 Share on the terms set out in this resolution and in the Scheme Resolution.
4. The Warrants shall be issued free of charge.



5. The Warrants shall be non-transferable but shall be inheritable.
6. The rights attached to the Warrants shall arise upon their subscription by the Eligible Persons.
7. Subscription for the Warrants by the Eligible Persons shall be possible within the time limits resulting from the Scheme Resolution.
8. Rights attached to Warrants in respect of which the right to subscribe for Shares is not exercised within the time limits specified in accordance with the Scheme Resolution shall expire in full.
9. The Warrants shall be dematerialized securities in accordance with the provisions of law in force at the time of their subscription.

§ 2.

The existing shareholders of the Company are deprived of the pre-emptive right to the Warrants in full. In the opinion of the shareholders, the exclusion of the pre-emptive right with respect to the Warrants is economically justified and is in the best interest of the Company and its shareholders, as substantiated by the opinion of the Management Board attached as an Appendix to this resolution (the "**Management Board Opinion**").

II. Conditional Share Capital Increase and Amendment to the Company's Statute

§ 3.

Pursuant to Article 448 of the CCC, the share capital of the Company is conditionally increased by an amount not exceeding PLN 99,000 by way of the issue of 99,000 ordinary bearer series I shares with a nominal value of PLN 1.00 each.

§ 4.

The purpose of the conditional share capital increase of the Company is to grant rights to subscribe for Shares to holders of Warrants issued for the purpose of implementing the Incentive Scheme pursuant to § 1–§ 2 of this resolution, upon the exercise of rights attached to such Warrants.

§ 5.

The existing shareholders are deprived of the pre-emptive right to the Shares in full. In the opinion of the shareholders, the exclusion of the pre-emptive right with respect to the Shares is economically justified and is in the best interest of the Company and its shareholders, as set out in detail in the Management Board Opinion.

§ 6.

1. The right to subscribe for the Shares shall vest exclusively in holders of Warrants exercising the rights attached to such Warrants.
2. The Shares shall be subscribed for exclusively against cash contributions.
3. The Shares shall be subscribed for at an issue price equal to the arithmetic average of the closing prices of the Company's shares on the main market of the WSE over the 3-month period preceding the date falling 2 business days before the date of adoption of the Scheme Resolution, i.e. PLN [____], reduced by the total amount of dividends paid by the Company from the date of adoption of the Scheme Resolution until the date of subscription for the Shares, calculated per one share of the Company.
4. The Shares shall be subscribed for by holders of the Warrants as follows:



- a) from 1 to 16,500 Shares – to holders of series O Warrants;
 - b) from 1 to 16,500 Shares – to holders of series P Warrants;
 - c) from 1 to 16,500 Shares – to holders of series R Warrants;
 - d) from 1 to 16,500 Shares – to holders of series S Warrants;
 - e) from 1 to 16,500 Shares – to holders of series T Warrants;
 - f) from 1 to 16,500 Shares – to holders of series U Warrants.
5. The deadline for exercising the rights to subscribe for Shares by the holders of Warrants shall be specified in the Scheme Resolution. Upon the ineffective expiry of the relevant period, the right to subscribe for series I shares shall expire.
 6. Each Warrant shall entitle its holder to subscribe for 1 Share.
 7. The Company shall prepare an appropriate document containing information on the number and nature of the securities and the reasons for and details of the offer, if at the time of offering the series I shares to eligible persons such obligation applies to the Company, in particular pursuant to 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.

§ 7.

1. The Shares shall participate in dividend for a given financial year on the following terms:
 - a) if series I shares are issued to an Eligible Person in the period from the beginning of the financial year up to and including the dividend record date referred to in Article 348 § 2 of the CCC, such shares shall participate in profit from the first day of the financial year immediately preceding the year in which they were issued;
 - b) if series I shares are issued to an Eligible Person in the period after the dividend record date referred to in Article 348 § 2 of the CCC until the end of the financial year, such shares shall participate in profit from the first day of the financial year in which they were issued.
2. Given that the Shares will be dematerialized, "issue of shares" referred to in section 1 shall mean the recording of the Shares in the securities account of the shareholder.

§ 8.

1. The Shares shall be subject to dematerialisation within the meaning of the applicable provisions of law, in particular the Act on Trading in Financial Instruments. The Management Board of the Company is authorised to take all actions necessary for the dematerialisation of the Shares, in particular to enter into an agreement with the Central Securities Depository of Poland S.A. for the registration of the Shares in the securities depository.
2. It is resolved to apply for the admission and introduction of the Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.
3. The Management Board is authorized to:
 - a) perform all factual and legal actions related to the admission and introduction of the Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.;
 - b) perform all factual and legal actions, including entering into an appropriate agreement with the Central Securities Depository of Poland S.A. (Krajowy Depozyt



Papierów Wartościowych S.A.), for the purpose of registering the Warrants and the Shares in accounts maintained by the Central Securities Depository of Poland S.A., as well as performing other obligations arising from generally applicable laws concerning the mandatory dematerialization of securities connected with the issue of the Warrants and the Shares.

§ 9.

The General Meeting resolves that § 6 sections 3–5 of the Company's Statute shall receive the following new wording:

"3. The conditional share capital of the Company amounts to PLN 136,500.00 and is divided into:

- a) 37,500 ordinary bearer series G shares with a nominal value of PLN 1.00 each;*
- b) 99,000 ordinary bearer series I shares with a nominal value of PLN 1.00 each.*
- 4. The purpose of the conditional share capital increase is:*
 - a) to grant the right to subscribe for series G shares to holders of subscription warrants issued by the Company pursuant to resolution No. 4/03.02.2021 of the Extraordinary General Meeting dated 3 February 2021;*
 - b) to grant the right to subscribe for series I shares to holders of series O, P, R, S, T and U subscription warrants issued by the Company pursuant to resolution No. [•] of the Annual General Meeting dated 10 June 2026.*
- 5. The right to subscribe for shares:*
 - a) series G under the conditional share capital increase referred to in section 4(a) may be exercised by holders of:*
 - (i) series K2 subscription warrants until 31 December 2026 if the participation criteria set out in § 4 section 2(b) of resolution No. 4/03.02.2021 of the Extraordinary General Meeting dated 3 February 2021 are met;*
 - (ii) series N subscription warrants until 31 December 2026;*
 - b) series I under the conditional share capital increase referred to in section 4(b) may be exercised by holders of:*
 - (i) series O and P subscription warrants from 1 January 2030 to 31 March 2030;*
 - (ii) series R and S subscription warrants from 1 January 2031 to 31 March 2031;*
 - (iii) series T and U subscription warrants from 1 January 2032 to 31 March 2032."*

§ 10.

1. This resolution shall enter into force upon its adoption, provided that the amendment to the Statute and the conditional share capital increase shall become effective upon the registration of the amendment to the Statute in the register of entrepreneurs of the National Court Register.
2. The Supervisory Board is authorized to prepare the consolidated text of the Company's Statute, taking into account the amendments introduced in § 9 of this resolution.

Appendix to the resolution of the Annual General Meeting of Benefit Systems S.A. with its registered office in Warsaw convened for 10 of June 2026.



**MANAGEMENT BOARD OPINION OF BENEFIT SYSTEMS SPÓŁKA AKCYJNA WITH ITS
REGISTERED OFFICE IN WARSAW**

dated 14 May 2026

justifying the exclusion of the existing shareholders' pre-emptive rights to series O, P, R, S, T and U subscription warrants and to series I shares, as well as the proposed method for determining the issue price

Pursuant to Article 433 § 2 of the Act of 15 September 2000 – Commercial Companies Code (the "CCC"), on 14 May 2026 the Management Board of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") adopted this opinion in connection with the planned adoption by the Annual General Meeting of a resolution on the issue of series O, P, R, S, T and U subscription warrants, conditional share capital increase by way of the issue of series I shares, exclusion of the existing shareholders' pre-emptive rights to subscription warrants and series I shares, and amendment to the Company's Statute (the "**Issue Resolution**").

In the opinion of the Company's Management Board, the exclusion in full of the pre-emptive rights of all existing shareholders of the Company with respect to all series O, P, R, S, T and U subscription warrants (the "**Warrants**") and series I shares (the "Series I Shares") is consistent with the interests of the Company and serves the implementation of the Company's objectives.

JUSTIFICATION

The conditional share capital increase is carried out for the purpose of granting the holders of the Warrants, i.e. series O, P, R, S, T and U subscription warrants, the right to subscribe for the Series I Shares. The Warrants will be issued for the purpose of implementing the incentive scheme for 2026–2028 (the "**Incentive Scheme**") adopted by the General Meeting of the Company pursuant to the resolution on the establishment of the Incentive Scheme for 2026–2028 (the "**Scheme Resolution**").

The main purpose of the Incentive Scheme is to establish long-term incentive mechanisms for key persons within the Company's capital group, supporting the achievement of strategic business objectives, increasing the operational efficiency of the Company's capital group and enhancing its value, which remains aligned with the interests of the Company's shareholders.

The exclusion of the existing shareholders' pre-emptive rights with respect to the Warrants and the Series I Shares is in the interest of the Company, serves the implementation of its long-term growth strategy and does not infringe the rights of the existing shareholders. The Management Board recommends that the Warrants be issued free of charge.

The Management Board recommends that the issue price of one Series I Share subscribed for upon the exercise of rights attached to the Warrants be determined as the arithmetic average of the closing prices of the Company's shares on the main market of the Warsaw Stock Exchange S.A. over the 3-month period preceding the date falling 2 business days before the date of adoption of the Scheme Resolution, reduced by the aggregate amount of dividends paid by the Company from the date of adoption of the Scheme Resolution until the date of subscription for the Series I Shares, calculated per one share of the Company.

This mechanism is intended to reflect the impact of dividend payments on the Company's share price and thereby preserve the incentive nature of the Incentive Scheme as well as the economic balance between the interests of the participants in the Incentive Scheme and the remaining shareholders of the Company.

In the opinion of the Management Board, the proposed method for determining the issue price remains consistent with market practice and the expectations of the Company's shareholders, while at the same time ensuring an appropriate incentive element for persons participating in the Incentive Scheme.

In view of the above circumstances, the Management Board recommends that the Annual General Meeting adopt the Issue Resolution.



For item 18 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/28 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 10 June 2026**

**on the merger of the Company with FIT MEET SPÓŁKA Z OGRANICZONĄ
ODPOWIEDZIALNOŚCIĄ with its registered office in Wrocław, and CORE FITNESS
SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered office in
Warsaw, including approval of the merger plan of such companies**

Acting pursuant to Article 506 of the Commercial Companies Code (hereinafter: the "CCC"), the Ordinary General Meeting (hereinafter: the "**ORDINARY GENERAL MEETING**") of BENEFIT SYSTEMS SPÓŁKA AKCYJNA with its registered office in Warsaw (hereinafter: the "**ACQUIRING COMPANY**") resolves as follows:

§ 1.

The Acquiring Company shall be merged (hereinafter: the "**MERGER**") with the following companies:

- (i) **FIT MEET SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered office in Wrocław, address: ul. Krakowska 53, 50-425 Wrocław, entered in the register of entrepreneurs of the National Court Register maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register, under KRS number 0001117166, REGON 529184861, NIP 8992998795,

(hereinafter: the "**ACQUIRED COMPANY 1**")

- (ii) **CORE FITNESS SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered office in Warsaw, address: Pl. Europejski 2, 00-844 Warsaw, entered in the register of entrepreneurs 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 KRS number 0000564953, REGON 361947168, NIP 1132892289,

(hereinafter: the "**ACQUIRED COMPANY 2**")

(the Acquired Company 1 and the Acquired Company 2 hereinafter jointly referred to as the "**ACQUIRED COMPANIES**").

§ 2.

The Ordinary General Meeting approves the merger plan agreed between the merging companies on 7 May 2026 and published on the websites of the merging companies.



§ 3.

The Merger shall be effected pursuant to Article 492 § 1 item 1 of the Commercial Companies Code, by transferring all assets and liabilities of the Acquired Companies to the Acquiring Company (merger by acquisition).

§ 4.

Given that the Acquiring Company holds 100% of the shares in the share capital of each of the Acquired Companies, the Merger shall be effected without increasing the share capital of the Acquiring Company. Accordingly, the Merger will not give rise to any new circumstances requiring disclosure in the Articles of Association of the Acquiring Company and, therefore, the Articles of Association of the Acquiring Company will not be amended in connection with the Merger.

§ 5.

As a result of the Merger, no rights or special benefits referred to in Article 499 § 1 item 5 of the CCC shall be granted to any person, and no special benefits referred to in Article 499 § 1 item 6 of the CCC shall be granted to members of the governing bodies of the merging companies or to any other persons participating in the Merger.

§ 6.

This resolution shall become effective upon its adoption.



For item 19 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/14/1 dated 14 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

**on the establishment of additional remuneration for members of the Supervisory
Board serving as members of the Supervisory Board Nomination and Remuneration
Committee**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**") resolves to establish additional remuneration for members of the Company's Supervisory Board serving as members of the Supervisory Board Nomination and Remuneration Committee (the "Committee") in the following amounts:

- a) Chairperson of the Committee — PLN 4,000.00 gross per month (in words: four thousand zlotys)
- b) Member of the Committee — PLN 3,000.00 gross per month (in words: three thousand zlotys).

§ 2.

The remuneration referred to in § 1 shall be payable in arrears by the 10th day of each month to the bank account of the Committee member. Where a person serves as a member of the Committee for part of a month only, the remuneration shall be calculated pro rata, at 1/30 of the remuneration specified in § 1 for each day of service as a member of the Committee.

§ 3.

This resolution shall become effective upon its adoption.



For item 20 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/5/12/30 dated 12 May 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Ordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 10 June 2026

**on the amendments to the Remuneration Policy for members of the Management
Board and Supervisory Board of the Company**

§ 1.

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**General Meeting**" and the "**Company**"), acting pursuant to Article 90d section 1 and Article 90d section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, makes the following amendments to the Remuneration Policy for members of the Management Board and Supervisory Board of Benefit Systems S.A. (the "**Policy**"):

1. The wording of § 10 section 6 of the Policy is hereby amended as follows:

„Remuneration comprising variable remuneration components due for a given financial year (excluding remuneration in the form of financial instruments), may not exceed 300% of the fixed remuneration components due for that financial year.”

2. The wording of § 19 section 3 the Policy is hereby amended as follows:

„The material amendments made to the previously applicable Policy concerned a change in the ratio of variable remuneration, excluding remuneration in the form of financial instruments, to fixed remuneration.”

§ 2.

The General Meeting authorizes the Management Board of the Company to prepare the consolidated text of the Policy incorporating the amendments made by this resolution and to introduce other editorial changes, consisting in correcting the numbering of sections in § 5 of the Policy and the cross-reference in § 14 section 4 of the Policy, which should refer to section 5.

§ 3.

This resolution shall become effective upon its adoption.