

Draft resolutions for the Extraordinary General Meeting

Resolution No. ____
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw
(“Company”)
of 4 October, 2019,
concerning election of the Chairperson of the Extraordinary General Meeting

§ 1

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

§ 2

The resolution shall become effective as of the date of its adoption.

Resolution No. ____
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw
(“Company”)
of 4 October, 2019,
concerning election of the Ballot Counting Commission

§ 1

The Extraordinary General Meeting hereby elects the following persons [●] to form the Ballot Counting Commission.

§ 2

The resolution shall become effective as of the date of its adoption.

Resolution No. ____
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw
(“Company”)

**of 4 October, 2019,
concerning acceptance of the agenda of the Meeting.**

§ 1

The Extraordinary General Meeting hereby accepts the following agenda of the General Meeting held at 11:00, on 4 October 2019.

1. Opening of the General Meeting.
2. Election of the Chairperson of the General Meeting.
3. Stating that the General Meeting was duly convened and is capable of adopting valid resolutions.
4. Election of the Ballot Counting Commission.
5. Acceptance of the agenda.
6. Presentation of the material contents of the plan of merger with Zdrofit spółka z ograniczoną odpowiedzialnością, Fabryka Formy spółka akcyjna, Fitness Academy BIS spółka z ograniczoną odpowiedzialnością, Fitness Place spółka z ograniczoną odpowiedzialnością 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 4 October, 2019.
7. Adoption of resolution concerning a plan of merger of the Company with Zdrofit spółka z ograniczoną odpowiedzialnością, Fabryka Formy spółka akcyjna, Fitness Academy BIS spółka z ograniczoną odpowiedzialnością, Fitness Place spółka z ograniczoną odpowiedzialnością along with the granting of consent for the plan of merger of the companies.
8. Any other business.
9. Closing of the Meeting.

§ 2

The resolution shall become effective as of the date of its adoption.

**Resolution No. ____
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS SPÓŁKA AKCYJNA with its
registered seat in Warsaw
(„Company” or „Acquiring Company”)
of 4 October, 2019,
concerning merger of the Company, as the acquiring company,
with companies under the business name of:**

**ZDROFIT spółka z ograniczoną odpowiedzialnością, FABRYKA FORMY Spółka Akcyjna,
FITNESS ACADEMY BIS spółka z ograniczoną odpowiedzialnością, FITNESS PLACE spółka z
ograniczoną odpowiedzialnością,**

as the acquired companies

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 of the Company, hereby decided as follows:

§ 1

The Acquiring Company will be merged (hereinafter, the “MERGER”) with companies:

- (i) company under the business name of: **ZDROFIT spółka z ograniczoną odpowiedzialnością** with its registered seat in Warsaw, at ul. Mangalia 4, entered in the register of business entities of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under No. 0000643347, (industry identification number) REGON 140085309, (tax identification number) NIP 1132539587 (hereinafter, the “ACQUIRED COMPANY 1”)
- (ii) company under the business name of: **FABRYKA FORMY spółka akcyjna** with its registered seat in Dąbrowa (62-070), at ul. Rolna 16, entered in the register of business entities of the National Court Register maintained by the District Court Poznań – Nowe Miasto i Wilda in Poznań, 8th Commercial Division of the National Court Register, under No. 0000355926, (industry identification number) REGON 300968873, (tax identification number) NIP 7822459260, share capital PLN 5 457 702.00, fully paid in. (hereinafter, the “ACQUIRED COMPANY 2”)
- (iii) company under the business name of: **FITNESS ACADEMY BIS spółka z ograniczoną odpowiedzialnością** with its registered seat in Wrocław (53-332), at ul. Powstańców Śląskich nr 95, entered in the register of business entities of the National Court Register maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register; under No. 0000774994, (industry identification number) REGON 021772568, (tax identification number) NIP 8992731738 (hereinafter, the “ACQUIRED COMPANY 3”)
- (iv) company under the business name of: **FITNESS PLACE spółka z ograniczoną odpowiedzialnością** with its registered seat in Warsaw (00-844), at Plac Europejski 3, entered in the register of business entities of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under No. 0000671130, (industry identification number) REGON 366913369, (tax identification number) NIP 5223087667 (hereinafter, the “ACQUIRED COMPANY 4”)

(hereinafter, collectively, Acquired Company 1, Acquired Company 1, Acquired Company 1 and Acquired Company 4 as: „ACQUIRED COMPANIES”).

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 20 August 2019, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and at the Acquired Companies websites:

- (i) for Acquired Company 1 – at the website: www.zdrofit.pl in the sections dedicated to each fitness club location;
- (ii) for Acquired Company 2 – at the website <https://fabryka-formy.pl/komunikat>;
- (iii) for Acquired Company 3 – at the website <https://www.fitness-academy.com.pl/aktualnosci/plan-polaczenia-spolki>
- (iv) for Acquired Company 4 – at the website <https://www.myfitnessplace.pl/laczymy-sie/>.

§ 3

The merger will be carried out pursuant to Article 492 § 1 Item 1 of the Code of Commercial Companies, by transferring all the assets of the Acquired Company to the Acquiring Company (merger by acquisition).

§ 4

Due to the fact that the Acquiring Company holds 100% of shares in the share capital of the Acquired Companies, the merger will be carried out without increasing the share capital of the Acquiring Company. Therefore, as a result of the Merger, no new circumstance will arise that might require a disclosure in the Articles of Association of the Acquiring Company. Consequently, the Articles of Association of the Acquiring Company will not be amended in connection with the Merger.

§ 5

In connection with the Merger, neither any rights nor special benefits, as referred to in Article 499 § 1 Item 5 of the CCC, will be granted, nor any special benefits will be granted to the members of the governing bodies of the merging companies, or other individuals participating in the Merger, as referred to in Article 499 § 1 Item 6 CCC.

§ 6

The resolution shall become effective as of the date of its adoption.