

**Draft Resolutions of the Extraordinary General Meeting (“General Meeting”)  
of Shareholders of the Company Benefit Systems S.A.  
(hereinafter referred to as the “Company”)  
on 30 September 2022, at 11:00 a.m.**

Justification of resolutions:

With regard to the resolution specified under Item 7 of the agenda the Management Board of Benefit Systems S.A. would like to note that the gist of the Resolution is the merger of the Company with subsidiary Company: Fit Fabric sp. z o.o. with its registered seat in Warsaw, in which the Company holds 100% of shares in the share capital. The merger will be undertaken with an aim to simplify the structure of the Capital Group of the Issuer.

With regard to the resolution specified under Item 8 of the agenda the Management Board would like to note, that amendment of the Articles of Association is required to align its provisions to the applicable provisions of law.

***DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE  
COMPANY***

**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 \_\_\_\_  
on electing the Chairperson of the General Meeting**

**§1.**

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

**§2.**

The Resolution enters into force upon its adoption.

**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 \_\_\_\_  
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.

**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 \_\_\_\_  
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 \_\_\_\_, at \_\_\_\_:

1. Opening the General Meeting.
2. Electing the Chairperson of the General Meeting.
3. Confirming that the General Meeting was duly convened and is capable of adopting valid resolutions.
4. Electing the Counting Committee.
5. Approving the agenda of the General Meeting.
6. Presentation of the material contents of the plan of merger with Fit Fabric 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 30 September 2022.
7. Adoption of resolution concerning a plan of merger of the Company with Fit Fabric sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Adopting the resolution on amendment to the Articles of Association of the Company.
9. Any other business.
10. Closing the General Meeting.

**§2.**

The Resolution enters into force upon 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 (hereinafter, the “Company”)  
of September 30, 2022,  
concerning merger of the Company, as the acquiring company,  
with Fit Fabric spółka z ograniczoną odpowiedzialnością  
as the acquired company 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 under the business name of: **Fit Fabric spółka z ograniczoną odpowiedzialnością** with its registered seat in Warsaw (00-844), at plac Europejski 2 entered in the register of business entities of the National Court Register maintained by the District Court for the Warszawa w Warszawie, XIII Commercial Division of the National Court Register, under No. 0000649393, (industry identification number) REGON 101321861, (tax identification number) NIP 7282787835 (hereinafter, the “**ACQUIRED COMPANY**”)

**§2.**

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on August 12, 2022, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and the Acquired Company’s website: [www.fitfabric.pl](http://www.fitfabric.pl).

**§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.

**Resolution No. \_\_\_\_**  
**of the Extraordinary General Meeting**  
**of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna**  
**with its registered seat in Warsaw (hereinafter, the “Company”)**  
**of \_\_\_\_**  
**concerning amendment to the Articles of Association of the Company.**

**§1.**

1. The Extraordinary General Meeting hereby amends the hitherto content of **§ 15 Sec. 1 and Sec. 2** of the Articles of Association of the Company:

*“1.The Management Board shall be composed of one (1) to six (6) members who shall be appointed for a joint term of office of four (4) years. A change to the panel of the Management Board during a term of office that has already started shall not interrupt the course of the term of office.*

*2.Management Board members may be re-appointed for subsequent terms of office.”*

so that they read as follows:

*“1. The Management Board shall consist of between one (1) and six (6) members, appointed for a joint term of four (4) years. A change to the panel of the Management Board during a term of office that has commenced shall not interrupt the term of office. The term of office of the Management Board shall coincide with the full financial years of the Company.*

*2.Members of the Management Board may be re-appointed for successive terms of office, however such reappointment may take place no earlier than one (1) year before the expiry of the current term of office.”*

2. The Extraordinary General Meeting hereby resolves to delete **§17 Sec. 7** of the Articles of Association of the Company.

3. The Extraordinary General Meeting hereby amends **§ 19** of the Articles of Association of the Company by adding **section 7** to read as follows:

*“7. With regard to the above, the Management Board shall not be bound by the information obligations as referred to in Article 380<sup>1</sup> § 1 and 380<sup>1</sup> §2 of the Commercial Companies Code. However, the Management Board shall provide the Supervisory Board from time to time with aggregated and objectively necessary information on the Company's operational, investment and personnel situation, as required under specific circumstances.”*

4. The Extraordinary General Meeting hereby amends the hitherto content of **§ 20 Sec. 3 and Sec. 6** of the Articles of Association of the Company:

*“3.Members of the Supervisory Board shall be appointed to a joint five-year term of office.”*

*“6.Members of the Supervisory Board may be reappointed.”*

so that they read as follows:

*“3. Members of the Supervisory Board shall be appointed for a joint term of office of five (5) years. The term of office of the Supervisory Board shall coincide with the full financial years.”*

*“6. Members of the Supervisory Board may be re-appointed for successive terms of office, however such reappointment may take place no earlier than one (1) year before the expiry of the current term of office.”*

5. The Extraordinary General Meeting hereby amends the hitherto content of § 21 Sec. 1 of the Articles of Association of the Company:

*“1. In the first meeting of the Supervisory Board, the Supervisory Board shall elect, with the absolute majority of votes, the Chairperson and Deputy Chairperson of the Supervisory Board in secret ballot.”*

so that it reads as follows:

*“1. The Supervisory Board, the Supervisory Board shall elect, with the absolute majority of votes, the Chairperson and Deputy Chairperson of the Supervisory Board in secret ballot.”*

6. The Extraordinary General Meeting hereby amends § 23 of the Articles of Association of the Company **by adding section 5** to read as follows:

*“5. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, provided that the members of the Supervisory Board attending the meeting in their absolute majority do not oppose it.”*

7. The Extraordinary General Meeting hereby amends the hitherto content of § 24 of the Articles of Association of the Company:

*“The Supervisory Board shall adopt their own by-laws which shall provide in detail for the mode of their procedure. The by-laws of the Supervisory Board shall be approved by the General Meeting.”*

so that it reads as follows:

*“The Supervisory Board shall adopt their own by-laws which shall provide in detail for the mode of their procedure.”*

8. The Extraordinary General Meeting hereby amends the hitherto content of § 25 Sec. 3 of the Articles of Association of the Company:

*“3. The Supervisory Board shall perform their duties collectively, however, a Supervisory Board member may be delegated to individually perform specific supervisory activities.”*

so that it reads as follows:

*“3. The Supervisory Board shall perform its duties collectively.”*

9. The Extraordinary General Meeting hereby resolves to delete §25 Sec.4 of the Articles of Association of the Company.

10. The Extraordinary General Meeting hereby amends the hitherto content of § 27 Sec. 3 (c) of the Articles of Association of the Company:

*“3. The competencies of the Supervisory Board shall in particular include:*

*c. submitting annual written reports on the outcomes of the assessments which are referred to in letter points a. and b. above to the General Meeting;”*

so that it reads as follows:

*“3. The competences of the Supervisory Board shall include in particular:*

*(c) preparing an annual written report for the previous financial year (Supervisory Board Report) to present it to the General Meeting,”*

and by adding **section 6** to read as follows:

*“6. The General Meeting is authorised to determine the maximum total cost of remuneration of all the advisors to the Supervisory Board that the Company may incur during a financial year, which cost however shall not exceed 50% of the total remuneration due to the Supervisory Board for the previous financial year.”*

## **§2.**

The resolution shall become effective as of the date of its adoption, however, it shall only become legally effective as of the moment when the registry court enters the amendment to the Articles of Association of the Company covered by this resolution in the register of business entities of the National Court Register (KRS).

## **§3.**

The Extraordinary General Meeting hereby authorizes the Supervisory Board of the Company to establish consolidated text of the Articles of Association of the Company reflecting the amendments introduced pursuant to the resolutions of the Extraordinary General Meeting of [...] September 2022, No. [...].