

Draft Resolutions with statement of grounds to be passed at the Extraordinary General Meeting of Shareholders of Benefit Systems S.A. (the “Company”, the “Issuer”) convened for November 20, 2023, 11:00 am

With regard to the resolution specified under Item 7 and 9 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 Companies: Focusly sp. z o.o. with its registered seat in Warsaw and Benefit Partners 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 10 of the agenda the Management Board of Benefit Systems S.A. indicates that the change is due to the need to update the historical provisions of the Articles of Association concerning the amount of share capital, which changed in connection with the acquisition of series E shares by eligible persons in exchange for subscription warrants granted under the incentive program established by a resolution of the General Meeting of June 15, 2016 effective for the years 2017 - 2020.

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 November 20, 2023,
on electing the Chairperson of the General Meeting

§1.

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

§2.

The Resolution enters into force upon its adoption.

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 November 20, 2023,
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 November 20, 2023,
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 November 20, 2023, at 11.00 a.m.:

1. Opening the General Meeting.
2. Electing the Chairperson of the General Meeting.
3. Confirming that the General Meeting was duly convened and is capable of adopting valid resolutions.
4. Electing the Counting Committee.
5. Approving the agenda of the General Meeting.
6. Presentation of the material contents of the plan of merger with Focusly 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 November 20, 2023.
7. Adoption of resolution concerning a plan of merger of the Company with Focusly sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Presentation of the material contents of the plan of merger with Benefit Partners 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 November 20, 2023.
9. Adoption of resolution concerning a plan of merger of the Company with Benefit Partners sp. z o.o. along with the granting of consent for the plan of merger of the companies.
10. Adoption of resolution on amendment to the Articles of Association of the Company.
11. Any other business.
12. 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 November 20, 2023,
concerning merger of the Company, as the acquiring company,
with Focusly 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 SPÓLKA 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: **Focusly spółka z ograniczoną odpowiedzialnością** with its registered seat in Warsaw (01-230), at ul. Skierniewicka 16/20 entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XIV Commercial Division of the National Court Register, under No. 0000906254, (industry identification number) REGON 389239372, (tax identification number) NIP 1133035742 (hereinafter, the “**ACQUIRED COMPANY**”)

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on October 13, 2023, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and the Acquired Company’s website: www.focusly.co

§ 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 November 20, 2023,
concerning merger of the Company, as the acquiring company,
with Benefit Partners 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 SPÓLKA 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: **Benefit Partners 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 Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under No. 0000389645, (industry identification number) REGON 142985543, (tax identification number) NIP 5252511599 (hereinafter, the “**ACQUIRED COMPANY**”)

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on October 19, 2023, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and the Acquired Company’s website: <https://www.benefitpartners.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 Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of November 20, 2023,
on amendment to the Articles of Association of the Company and the manner of establishing the
consolidated text of the amended articles of association

§1.

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

“§ 6

1. *The share capital of the Company amounts to PLN 2,894,287.00 (say: two million eight hundred ninety-four thousand and two hundred and eighty-seven zlotys) and is divided into 2,894,287.00 (say: two million eight hundred ninety-four thousand and two hundred and eighty-seven) ordinary shares, each with the nominal value of PLN 1.00 (say: one zloty), including:*
 - (a) 2,204,842 (say: two million two hundred and four thousand eight hundred and forty-two) series A bearer shares numbered from A0000001 to A2204842;
 - (b) 200,000 (say: two hundred thousand) series B bearer shares numbered from B000001 to B200000;
 - (c) 150,000 (say: one hundred and fifty thousand) ordinary series C bearer shares, each with the nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 6/2010 of the Extraordinary General Meeting of 24 November 2010;
 - (d) 120,000 (say: one hundred and twenty thousand) ordinary series D bearer shares, each with the nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 19/31.05.2012 of the Ordinary General Meeting of 31 May 2012;

- (e) 35,445 (say: thirty-five thousand four hundred forty-five) ordinary series E bearer shares, each with nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 21/15.06.2016 of the Ordinary General Meeting of 15 June 2016
 - (f) 184,000 (say: one hundred and eighty four thousand) ordinary series F bearer shares, each with the nominal value of PLN 1.00 (say: one zloty).
2. The series A bearer shares have been issued in return for shares in Benefit Systems Spółka z ograniczoną odpowiedzialnością which is referred to in §1 above, as a consequence of transformation of the latter company performed in accordance with Title IV of Section III of Act of 15 September 2000 – Code of Commercial Companies (Journal of Laws [Dz. U.] No. 94, Item 1037, as amended), which were covered by the assets of the transformed company.
 3. The contingent share capital of the Company shall amount to PLN 189,555.00 (one hundred eighty nine thousand five hundred fifty five) and shall be divided into the following:
 - 1) 64,555 (sixty four thousands five hundred fifty five) series E ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
 - 2) 125,000 (one hundred twenty five thousands) series G ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each.
 4. The purpose of the contingent share capital increase is:
 - 1) to vest the right to take up the series E shares in the holders of the Subscription Warrants issued by the Company on the basis of Resolution No. 21/15.06.2016 of the Ordinary General Meeting of 15 June 2016. The persons eligible to take up the series E shares shall be the holders of the Subscription Warrants of series G, H, I and J issued by the Company.
 - 2) to vest the right to take up the series G shares in the holders of the Subscription Warrants issued by the Company pursuant to resolution No. 4/03.02.2021 of the Extraordinary General Meeting of February 3, 2021. The persons eligible to take up the series G shares shall be the holders of the series K1, K2, L, Ł, M and N Subscription Warrants issued by the Company.
 5. The right to take up the shares of:
 - 1) the series E - may be exercised until 30 September 2021.
 - 2) the series G - may be exercised by the holders of:
 - a) series K1 subscription warrants - until 31 December 2025;
 - b) series K2 subscription warrants - until 31 December 2025;
 in the event that the participation criteria specified in §2(a) of Resolution No. 4/03.02.2021 of the Extraordinary General Meeting of February 3, 2021 are met; or until 31 December 2026; in the event that the participation criteria specified in §4, section 2(b) of Resolution No. 4/03.02.2021 of the Extraordinary General Meeting of February 3, 2021 are met;
 - c) series L subscription warrants - until 31 December 2025;
 - d) series Ł subscription warrants - until 31 December 2025;
 - e) series M subscription warrants - until 31 December 2025; and
 - f) series N subscription warrants - until 31 December 2026.”

By adding new, following wording:

“§ 6

1. The share capital of the Company amounts to PLN 2,933,542.00 (say: two million nine hundred thirty three thousand and five hundred and forty two zlotys) and is divided into 2, 933,542.00 (say: two million nine hundred thirty three thousand and five hundred and forty two) ordinary shares, each with the nominal value of PLN 1.00 (say: one zloty), including:
 - (a) 2,204,842 (say: two million two hundred and four thousand eight hundred and

- forty-two) series A bearer shares numbered from A0000001 to A2204842;*
 - (b) 200,000 (say: two hundred thousand) series B bearer shares numbered from B000001 to B200000;*
 - (c) 150,000 (say: one hundred and fifty thousand) ordinary series C bearer shares, each with the nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 6/2010 of the Extraordinary General Meeting of 24 November 2010;*
 - (d) 120,000 (say: one hundred and twenty thousand) ordinary series D bearer shares, each with the nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 19/31.05.2012 of the Ordinary General Meeting of 31 May 2012;*
 - (e) 74,700 (say: seventy four thousand seven hundred) ordinary series E bearer shares, each with nominal value of PLN 1.00 (say: one zloty), which have been taken up as a result of exercise of the rights derived from subscription warrants issued by the Company on the basis of Resolution No. 21/15.06.2016 of the Ordinary General Meeting of 15 June 2016*
 - (f) 184,000 (say: one hundred and eighty four thousand) ordinary series F bearer shares, each with the nominal value of PLN 1.00 (say: one zloty).*
2. *The series A bearer shares have been issued in return for shares in Benefit Systems Spółka z ograniczoną odpowiedzialnością which is referred to in §1 above, as a consequence of transformation of the latter company performed in accordance with Title IV of Section III of Act of 15 September 2000 – Code of Commercial Companies (Journal of Laws [Dz. U.] No. 94, Item 1037, as amended), which were covered by the assets of the transformed company.*
 3. *The contingent share capital of the Company shall amount to PLN 125,000.00 (one hundred twenty five thousand) and shall be divided into 125,000 (one hundred twenty five thousand) series G ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each.*
 4. *The purpose of the contingent share capital increase is to vest the right to take up the series G shares in the holders of the Subscription Warrants issued by the Company pursuant to resolution No. 4/03.02.2021 of the Extraordinary General Meeting of February 3, 2021. The persons eligible to take up the series G shares shall be the holders of the series K1, K2, L, Ł, M and N Subscription Warrants issued by the Company.*
 5. *The right to take up the shares of the series G - may be exercised by the holders of:*
 - a) series K1 subscription warrants - until 31 December 2025;*
 - b) series K2 subscription warrants - until 31 December 2025;*
 - in the event that the participation criteria specified in §2(a) of Resolution No. 4/03.02.2021 of the Extraordinary General Meeting of February 3, 2021 are met; or until 31 December 2026; in the event that the participation criteria specified in §4, section 2(b) of Resolution No. 4/03.02.2021 of the Extraordinary General Meeting of February 3, 2021 are met;*
 - c) series L subscription warrants - until 31 December 2025;*
 - d) series Ł subscription warrants - until 31 December 2025;*
 - e) series M subscription warrants - until 31 December 2025; and*
 - f) series N subscription warrants - until 31 December 2026.”*

§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 [...] 2023, No. [...]