

FORM
TO EXERCISE VOTING RIGHT BY A PROXY AT THE EXTRAORDINARY GENERAL
MEETING OF BENEFIT SYSTEMS S.A.
WITH ITS REGISTERED OFFICE IN WARSAW ON 25 MARCH 2024.

Shareholder (natural person):

Mr /Ms

.....
FIRST NAME AND FAMILY NAME OF THE SHAREHOLDER

holder of identity card

NUMBER AND SERIES OF SHAREHOLDER'S IDENTITY CARD

issued by

.....
NAME OF THE ISSUING AUTHORITY

.....
SHAREHOLDER'S PERSONAL IDENTIFICATION NUMBER (PESEL)

.....
SHAREHOLDER'S TAX IDENTIFICATION NUMBER (NIP)

.....
NUMBER OF SHARES

Shareholder's contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

Shareholder (legal person or another organisational unit):

.....
ENTITY'S NAME

.....
NUMBER UNDER WHICH THE ENTITY WAS ENTERED IN THE NATIONAL COURT REGISTER (KRS) (THE KRS NUMBER) OR ANOTHER
REGISTER AND NAME OF THE REGISTRY COURT / REGISTER

.....
NUMBER OF SHARES

Shareholder's (legal person or other organisational unit) contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

Hereby appoints, as their proxy,

Mr /Ms

.....
FIRST NAME AND FAMILY NAME OF THE PROXY

holder of identity card

NUMBER AND SERIES OF THE PROXY'S IDENTITY CARD

issued by

.....
NAME OF THE ISSUING AUTHORITY

.....
PROXY'S PERSONAL IDENTIFICATION NUMBER (PESEL)

.....
PROXY'S TAX IDENTIFICATION NUMBER (NIP)

Proxy's contact details:

Locality:

Postal code:

Street address:

E-mail address:

Telephone No.:

to represent the Shareholder at the Extraordinary General Meeting of Benefit Systems S.A. with its registered seat in Warsaw, which was called to be held on 25 March 2024.

The Proxy shall be authorised to ...

.....
.....
.....
.....

Resolution No. ____
of the Extraordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw
of 25 March 2024,
on electing the Chairperson of the General Meeting

§1.

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

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

Resolution No. ____
of the Extraordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of 25 March 2024,
on electing the Counting Committee

§1.

The Extraordinary General Meeting of Shareholders hereby elects the Counting Committee composed of [●].

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

Resolution No. ____
of the Extraordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of 25 March 2024,
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 25 March 2024, 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 (i) Fit 1 sp. z o.o.; (ii) Fit 2 sp. z o.o.; (iii) Fit 3 sp. z o.o.; (iv) Fit 4 sp. z o.o.; (v) Fit and More sp. z o.o.; (vi) Concept Self Investment sp. z o.o.; (vii) sport Operator sp. z o.o.; (viii) Manufaktura Zdrowia 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 25 March 2024.
7. Adoption of resolution concerning a plan of merger of the Company with (i) Fit 1 sp. z o.o.; (ii) Fit 2 sp. z o.o.; (iii) Fit 3 sp. z o.o.; (iv) Fit 4 sp. z o.o.; (v) Fit and More sp. z o.o.; (vi) Concept Self Investment sp. z o.o.; (vii) sport Operator sp. z o.o.; (viii) Manufaktura Zdrowia sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Any other business.
9. Closing the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Instruction for the Proxy on how to vote on resolution No. [...]

Vote “for”

Vote “against”

Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)

Resolution No. ____
of the Extraordinary General Meeting
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (hereinafter, the “Company”)
of 25 March 2024,
concerning merger of the Company, as the acquiring company,
with Companies
FIT 1 Spółka z ograniczoną odpowiedzialnością
FIT 2 Spółka z ograniczoną odpowiedzialnością
FIT 3 Spółka z ograniczoną odpowiedzialnością
FIT 4 Spółka z ograniczoną odpowiedzialnością
FIT AND MORE Spółka z ograniczoną odpowiedzialnością
CONCEPT SELF INVESTMENT Spółka z ograniczoną odpowiedzialnością
SPORT OPERATOR Spółka z ograniczoną odpowiedzialnością
MANUFAKTURA ZDROWIA spółka z ograniczoną odpowiedzialnością
along with the granting of consent
for a plan of merger of the companies
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 companies

- (i) FIT 1 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. 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. 0000993239, REGON: 523184328, (tax identification number) NIP: 5273020197 (hereinafter, the “ACQUIRED COMPANY 1”),
- (ii) FIT 2 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. 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. 0000993343, REGON: 523192322, (tax identification number) NIP: 5273020381 (hereinafter, the “ACQUIRED COMPANY 2”),
- (iii) FIT 3 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. 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. 0001020039, REGON: 524484972, (tax identification number) NIP: 5273043413 hereinafter, the “ACQUIRED COMPANY 3”),
- (iv) FIT 4 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. 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. 0001049289, REGON: 525942075, (tax identification number) NIP: 5273067922 (hereinafter, the “ACQUIRED COMPANY 4”),
- (v) FIT AND MORE SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. 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. 0000836356, REGON: 385866267, (tax identification number) NIP: 9512500437 (hereinafter, the “ACQUIRED COMPANY 5”),
- (vi) CONCEPT SELF INVESTMENT SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. 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. 0000839110, REGON: 385959715, (tax identification number) NIP: 9512500897 (hereinafter, the “ACQUIRED COMPANY 6”),
- (vii) SPORT OPERATOR SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Warsaw (00-844), ul. 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. 0000839079, REGON: 385959862, (tax identification number) NIP: 5213895696 (hereinafter, the “ACQUIRED COMPANY 7”),
- (viii) MANUFAKTURA ZDROWIA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ with its registered seat in Zabierzów (32-080), ul. Krakowska 280, entered in the register of business entities of the National Court Register maintained by the District Court for the Kraków-Śródmieście in Kraków, XII Commercial Division of the National Court Register under No. 0000769214, REGON: 382465409, (tax identification number) NIP: 5130258828 (hereinafter, the “ACQUIRED COMPANY 8”),

(hereinafter jointly ACQUIRED COMPANY 1, ACQUIRED COMPANY 2, ACQUIRED COMPANY 3, ACQUIRED COMPANY 4, ACQUIRED COMPANY 5, ACQUIRED COMPANY 6, ACQUIRED COMPANY 7, ACQUIRED COMPANY 8 as the “ACQUIRED COMPANIES”).

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 22 February 2024, and published at the websites of the merging companies.

§ 3

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

§ 4

Due to the fact that the Acquiring Company holds 100% of shares in the share capital of the Acquired 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.

Instruction for the Proxy on how to vote on resolution No. [...]

- Vote “for”
- Vote “against”
- Vote “abstaining”

Voting by means of ticking the appropriate checkbox with a cross (“X”)

Raising an objection to resolution: YES/NO *)