

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 24 APRIL 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 24 April 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 24 April 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 24 April 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 24 April 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 24 April 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) Total Fitness sp. z o.o.; (ii) Saturn Fitness Group 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 24 April 2024.
7. Adoption of resolution concerning a plan of merger of the Company with (i) Total Fitness sp. z o.o.; (ii) Saturn Fitness Group sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Adoption of resolution on „Policy for remunerating members of the Management and Supervisory Board of Benefit Systems S.A.”.
9. Adoption of resolution on amendment to the Articles of Association of the Company.
10. Any other business.
11. 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 24 April 2024,
concerning merger of the Company, as the acquiring company,
with Companies
TOTAL FITNESS SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
SATURN FITNESS GROUP SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
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 companies

- (i) **TOTAL FITNESS SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw (02-389), Al. Bohaterów Września 9, entered in the register of business entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XII Commercial Division of the National Court Register under No. 0000920049, REGON: 389965227, (tax identification number) NIP: 7011051683 (hereinafter, the “**ACQUIRED COMPANY 1**”),
- (ii) **SATURN FITNESS GROUP SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw (01-934), ul. Arkuszowa 18, entered in the register of business

entities of the National Court Register maintained by the District Court for the Warsaw in Warsaw, XII Commercial Division of the National Court Register under No. 0000989995, REGON: 522994500, (tax identification number) NIP: 1182247148 (hereinafter, the “ACQUIRED COMPANY 2”),

(hereinafter jointly ACQUIRED COMPANY 1 and ACQUIRED COMPANY 2 as the “ACQUIRED COMPANIES”).

§ 2

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 22 March 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 *)

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 24 April 2024,
on amendment to the
“Policy for remunerating members of the Management and Supervisory Board
of Benefit Systems S.A.”.

§ 1

Acting pursuant to Article 90d Sec. 1, Article 90d Sec. 6 and Article 90e Sec. 4 of Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 the General Meeting hereby decides amend the content of “Policy for remunerating members of the Management and Supervisory Board of Benefit Systems S.A.” (the “Policy”) in a following manner:

1. § 9 Sec. 2 of the Policy is amended to read as follows:

“In addition to a fixed base remuneration, as referred to in Sec. 1 above, Management Board Members may be eligible for the following additional benefits offered by the Company”

2. § 10 Sec. 6 of the Policy is amended to read as follows:

“A proportion between the fixed and the variable components of remuneration of Management Board Members (including bonuses and other benefits, excluding remuneration in the form of financial instruments) shall amount to 150%, however the maximum amount of bonus the obtaining of which is possible in specific year shall be decided by the Supervisory Board in accordance with Sec. 2 above.

3. § 10 Sec. 10 of the Policy is added in the following wording:

„If, in order to award variable remuneration, it is necessary to meet certain criteria referred to in Sec. 3 and 4 above, the Supervisory Board shall determine by resolution the acquisition of an entitlement to variable remuneration by a member of the Management Board and the amount of such remuneration. Verification of fulfillment of criteria of a financial nature is based on data from the Company's published financial statements for the relevant fiscal year. Verification of the fulfillment of criteria of a non-financial nature involves obtaining data confirming the fulfillment of standards and objective measures of the fulfillment of a specific task, allowing for the evaluation of the effectiveness of actions taken by a member of the Management Board in meeting such criteria.

4. § 11 Sec. 3 of the Policy is added in the following wording:

“The remuneration in the form of financial instruments due for a given fiscal year may not exceed 2500%

of the fixed component of remuneration due for a given fiscal year.”

5. Title of paragraph IX of the Policy is amended to *“IX. APPROVED, PUBLISHED AND AMENDMENTS TO THE POLICY”* and § 19 Sec. 3 of the Policy is added in the following wording

“The amendments to the Policy concerned: (i) indicating the methods used to determine whether the financial and non-financial performance criteria for the award of variable remuneration components have been met, (ii) clarifying how to determine the proportion, in particular, of remuneration in the form of financial instruments to fixed remuneration.”

§ 2

The Extraordinary General Meeting hereby authorizes the Management Board of the Company to establish consolidated text of the Policy reflecting the introduced amendments.

§ 3

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 *)

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 24 April 2024,
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 2,933,542.00 (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.”*

By adding new, following wording:

“§ 6

1. *The share capital of the Company amounts to PLN 2,958,292.00 (say: two million nine hundred fifty eight thousand and two hundred and ninety two zlotys) and is divided into 2,958,292.00 (say: two million nine hundred fifty eight thousand and two hundred and ninety two) ordinary shares, each with the nominal value of PLN 1.00 (say: one zloty), including:*
 - (g) *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;*
 - (h) *200,000 (say: two hundred thousand) series B bearer shares numbered from B000001 to B200000;*
 - (i) *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;*
 - (j) *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;*
 - (k) *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*
 - (l) *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).*
 - (m) *24,750 (say: twenty four thousand seven hundred fifty) ordinary series G 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 100,250.00 (one hundred two hundred fifty zlotys) and shall be divided into 125,000 (one hundred two hundred fifty) 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 L 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 24 April 2024, No. [...].

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 *)