

**Draft resolutions for the Extraordinary General Meeting  
of Benefit Systems S.A. (hereinafter, the “Company”)  
together with the statement of grounds thereof**

Resolutions of the Extraordinary General Meeting concerning items Nos.: 2, 4 and 5, of the agenda are of a formal character and, therefore, no statement of grounds thereof is required.

With regard to **items Nos.: 7 and 8**, of the agenda, the Management Board of the Company would like to emphasize that the investment strategy implemented by the Company in the recent years has had a significantly impact on the current structure of the capital group of the Company, including in particular the fitness segment. Most of the entities conducting activity in the fitness segment were acquired by acquisition. In connection with the acquisitions finalized so far, where the Company holds 100% of shares in the acquired entities, and given the planned finalisation, by the end of 2018, of acquisition of shares in the companies taking over the portions of assets that have been spun off from Calypso Fitness S.A., which, concurrently is a finalisation of a broad investment programme based on acquisitions, according to the Management Board, it is reasonable to undertake actions with a view to simplifying the structure and improving the effectiveness of the business processes within the capital group of the Company. In the opinion of the Management Board, reorganisation of the capital structure of the Company is in the best interest of the Company.

The Management Board of the Company announced commencement of the reorganisation process in the following current reports: (i) No. 77/2018 of 4 October, 2018; and (ii) No. 81/2018 of 18 October, 2018.

**Resolution No. \_\_\_\_  
of the Extraordinary General Meeting  
of company under the business name of BENEFIT SYSTEMS spółka akcyjna  
with its registered seat in Warsaw  
of 30 November, 2018,  
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**

**of 30 November, 2018,  
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  
of 30 November, 2018,  
concerning acceptance of the agenda of the Meeting.**

**§ 1**

The Extraordinary General Meeting hereby accepts the following agenda of the General Meeting held at \_\_\_ hrs. on \_\_\_\_, 20\_\_:

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 Fit Invest 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 November, 2018.
7. Adoption of resolution concerning a plan of merger of the Company with Fit Invest sp. z o.o. along with the granting of consent for the plan of merger of the companies.
8. Discussion concerning plan for reorganisation of the structure of the Capital Group of the Company and adoption of a resolution to this end.
9. Any other business.
10. 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**  
**of 30 November, 2018,**  
**concerning merger of the company, as the acquiring company,**  
**with company under the business name of: FIT INVEST 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 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 INVEST SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ** with its registered seat in Warsaw at Plac Europejski 3, 00-844 Warsaw, 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. KRS 0000470176, (industry identification number) REGON: 146783641, (tax identification number) NIP: 5213652195 (hereinafter, the “**ACQUIRED COMPANY**”).

**§ 2**

The Extraordinary General Meeting hereby grants consent to the merger plan, as agreed between the merging companies on 18 October 2018, and published at the Acquiring Company’s website: <https://www.benefitsystems.pl/> and in Monitor Sądowy i Gospodarczy, issue No. 209/2018 (5597), poz. 46962 of 26 October 2018.

**§ 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 SPÓLKA AKCYJNA**  
**with its registered seat in Warsaw**  
**of 30 November, 2018,**  
**concerning plan for reorganisation of the structure of the Capital Group of the Company**

## § 1

Extraordinary General Meeting (hereinafter, the “**EXTRAORDINARY GENERAL MEETING**”) of company under the business name of: **BENEFIT SYSTEMS SPÓLKA AKCYJNA** with its registered seat in Warsaw (hereinafter, the “**COMPANY**”) hereby approves the plan for reorganisation of the structure of the Capital Group of the Company, which was adopted on 4 October 2018 in the resolutions of the Supervisory and the Management Boards of the Company (which was publicly announced by the Company in current report No. 77/2018). The plan consists in the simplification of the structure of the group by means of the Company taking over the businesses of the member companies of the Capital Group that conduct business activity in the segment of fitness services on the Polish market (hereinafter, the “**REORGANISATION**”). Concurrently, the Extraordinary General Meeting hereby accepts the present effects of the Reorganisation, recommends it to the Management Board to continue it and to complete the process of Reorganisation in accordance with the assumptions that were publicly announced by the Company in current report No. 77/2018.

## § 2

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