

**Draft Resolutions of the Ordinary General Meeting (“General Meeting”)
of Shareholders of the Company Benefit Systems S.A.
(hereinafter referred to as the “Company”)**

The resolutions mentioned **in points 6-16 of the agenda** of the General Meeting are standard matters to be discussed at the Ordinary General Meeting and their content does not require any justification.

The resolutions mentioned **in points 17 and 18 of the agenda** are related to the expiration of term of the Supervisory Board of the Company.

With regard to the resolution specified under **point 19 of the agenda** (the “Resolution”), the Management Board of Benefit Systems S.A. (the “Company” or the “Issuer”) would like to note that the gist of the Resolution is that the Company will extend loans to the employees of the Company and of its subsidiaries (including the Members of the Management Board of the Issuer) (hereinafter referred to as the “Employees”) who have been vested with the K1, K2, L, Ł, M, and N series warrants as part of the 2021-2025 Incentive Plan for the Senior and Middle Management Staff of the Capital Group of the Company (the “Incentive Plan”) and who, therefore, are eligible to take up series G shares in the Company that will be issued on the basis of resolution No. 5/03.02.2021 of the extraordinary general meeting of 3 February 2021 (the “Shares”). The loans are aimed at facilitating the Employees to take up shares with a view to replenishing their own funds.

The Resolution falls within the mechanism of the Incentive Plan, which, according to the Management Board of the Issuer, had a significant positive impact on the financial results generated by the Company and its Capital Group in the past years and provides incentives for its key executive staff members and helps building their affiliation to the Company thus contributing to the creation of a long-term growth in the Issuer’s value.

The risk carried by the Company will be addressed by way of appropriate collaterals for the loans (including in particular, promissory notes or statements to be made pursuant to Article 777 of the Code of Civil Procedure). The loans will be granted for short terms, i.e. for the period starting with respective Employee’s taking up the Shares and ending when they can be sold, as promptly as possible, after they are registered with the National Depository of Securities (KDPW) and admitted to trading on the Warsaw Stock Exchange (GPW), however, the terms of the loans may not be longer than three months. The loans will be granted in amounts covering no more than 80% of the value of the Shares to be taken up by individual Employees and bear interest equal to WIBOR3M plus 3 p.p.

Resolution No. ____
of the Ordinary 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 Ordinary 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 Ordinary 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 Ordinary General Meeting of Shareholders hereby elects the Counting Committee composed of [●].

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 Ordinary 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 Supervisory Board:
 - a) a concise assessment of the Company's financial position, including the internal control system and the management system of significant risks,
 - b) the Report of the Supervisory Board for 2022 and the assessment of the activities of the Supervisory Board during 2022.
7. Reviewing and approving the Report of the Supervisory Board on the performed assessment of the financial statements and of the Directors' Report on the Activities of the Management Board for 2022.
8. Reviewing and approving the financial statements of the Company Benefit Systems S.A. for 2022.
9. Reviewing and approving the Directors' Report on the Activities of the Management Board for 2022.
10. Reviewing and approving the Report of the Supervisory Board on the performed assessment of the consolidated financial statements and of the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2022.
11. Reviewing and approving the consolidated financial statements of the Capital Group Benefit Systems for 2022.
12. Reviewing and approving the Directors' Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2022.
13. Adopting the resolution on the distribution of net income for 2022.
14. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Management Board.
15. Adopting the resolution on granting a vote of acceptance to the Members of the Company's Supervisory Board.
16. Adopting the resolution on expressing an opinion on the 2022 Remuneration Report.
17. Adopting the resolution on appointing members of the Supervisory Board of the Company for a joint term of office.
18. Adoption of a resolution on the determination of the amount and rules of payment of remuneration to members of the Supervisory Board of the Company.

19. Adoption the resolution concerning the creation of reserve earmarked for loans to be granted to employees of the Company and of its subsidiaries with the intention to finance their acquisition of shares in the Company.

20. Closing the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 Report of the Supervisory Board of the Company BENEFIT SYSTEMS S.A. on
the performed assessment of the financial statements and of the Directors’ Report on the
Activities of the Management Board for 2022 of the Company for 2022

§1.

The Ordinary General Meeting of Shareholders hereby approves the Report of the Supervisory Board on the performed assessment of the financial statements and of the Directors’ Report on the Activities of the Management Board for 2022, as annexed to the Resolution of the Company’s Supervisory Board of 2023/5/25/5 on May 25th, 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 financial statements of BENEFIT SYSTEMS S.A. for 2022

§1.

The Ordinary General Meeting of Shareholders hereby approves the financial statements of the Company under the business name Benefit Systems Spółka Akcyjna for the financial year 2022, which consists of:

- 1) the balance sheet as of 31 December 2022 showing total assets and total liabilities and equity in the amount of PLN 2,087,709 thousand (in words: two billion eighty-seven million seven hundred nine thousand zloty),
- 2) the income statement for the financial year until 31 December 2022, showing inter alia:
 - a) net revenues from sales in the amount of PLN 1,268,370 thousand (in words: one billion two hundred sixty-eight million three hundred seventy thousand zloty),
 - b) net income in the amount of PLN 141,535 thousand (in words: one hundred forty-one million five hundred thirty-five thousand zloty),
- 3) the additional information,
- 4) the statement of cash flows for the financial year until 31 December 2022, showing a net balance of cash and cash equivalents in the amount of PLN 143,396 thousand (in words: one hundred forty-three million three hundred ninety-six thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2022, showing equity in the amount of PLN 849,866 thousand (in words: eight hundred forty-nine million eight hundred sixty-six thousand zloty).

§2.

The Resolution enters into force upon its adoption.

Resolution No. _____
of the Ordinary 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 Directors’ Report on the Activities of the Company’s Management Board for
2022

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report on the Activities of the Management Board of the Company Benefit Systems Spółka Akcyjna for 2022.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 Report of the Supervisory Board of the Company BENEFIT SYSTEMS S.A. on the performed assessment of consolidated financial statements and of the Directors’ Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2022

§1.

The Ordinary General Meeting of Shareholders hereby approves the Report of the Supervisory Board on the performed assessment of the consolidated financial statements and of the Directors’ Report of the Management Board on the Activities of the Capital Group Benefit Systems for 2022, as annexed to the Resolution of the Company’s Supervisory Board of 2023/5/25/6 on May 25th, 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 consolidated financial statements of the Capital Group Benefit Systems for 2022

§1.

The Ordinary General Meeting of Shareholders hereby approves the consolidated financial statements of the Capital Group Benefit Systems for the financial year 2022, which consists of:

- 1) the balance sheet as of 31 December 2022, showing total assets and total liabilities and equity in the amount of PLN 2,234,021 thousand (in words: two billion two hundred thirty-four million twenty-one thousand zloty),
- 2) the income statement for the financial year until 31 December 2022, showing inter alia:
 - a) net revenues from sales in the amount of PLN 1,909,120 thousand (in words: one billion nine hundred nine million one hundred twenty thousand zloty),
 - b) net income in the amount of PLN 139,077 thousand (in words: one hundred thirty-nine million seventy-seven thousand zloty),

- 3) the additional information,
- 4) the statement of cash flows for the financial year until 31 December 2022, showing a net balance of cash and cash equivalents in the amount of PLN 218,327 thousand (in words: two hundred eighteen million three hundred twenty-seven thousand zloty),
- 5) the statement of changes in equity for the financial year until 31 December 2022, showing equity in the amount of PLN 725,416 thousand (in words: seven hundred twenty-five million four hundred sixteen thousand zloty).

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 Directors’ Report of the Management Board on the Activities of the
Capital Group Benefit Systems for 2022

§1.

The Ordinary General Meeting of Shareholders hereby approves the Directors’ Report of the Management Board on the Activities of the Capital Group Benefit Systems in 2022.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 the distribution of net income for 2022

§1.

1. The Ordinary General Meeting of Shareholders hereby decides the total net profit of PLN 141,535,424.71 zlotys (in words: one hundred one million five hundred thirty-five thousand four hundred twenty-four zlotys 71/100) distribute in a following manner:

- a) The amount of PLN 120,275,220.00 (in words: one hundred twenty million two hundred seventy-five thousand two hundred twenty zlotys) allocate to be distributed among the shareholders by means of payment of a dividend in the amount of PLN 41 (in words: forty one zlotys) per one share in the Company
 - b) The amount of PLN 21,260,202.71 (in words: twenty-one million two hundred sixty thousand two hundred two zlotys 71/100)
2. The Ordinary General Meeting of Shareholders in connection to Sec. 1 above sets the dividend day for September 15, 2023.
 3. The Ordinary General Meeting of Shareholders in connection to Sec. 1 above sets the dividend payment date for September 29, 2023.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Management Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Ms. Emilia Rogalewicz for the discharge of her duties as Member of the Management Board during 2022.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Management Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Wojciech Szwarc for the discharge of his duties as Member of the Management Board during 2022.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Management Board**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Bartosz Józefiak for the discharge of his duties as Member of the Management Board during 2022.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Supervisory Board**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. James Van Bergh for the discharge of his duties as Chairman of the Supervisory Board of the Company during 2022.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Supervisory Board**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Marcin Marczuk for the discharge of his duties as Deputy Chairman of the Supervisory Board of the Company during 2022.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Supervisory Board**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Artur Osuchowski for the discharge of his duties as a Member of the Supervisory Board of the Company during 2022.

§2.

The Resolution enters into force upon its adoption.

**Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Supervisory Board**

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Michael Rohde Pedersen for the discharge of his duties as a Member of the Supervisory Board of the Company during 2022.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary 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 granting a vote of acceptance to the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting of Shareholders hereby grants a vote of acceptance to Mr. Michael Sanderson for the discharge of his duties as a Member of the Supervisory Board of the Company during 2022.

§2.

The Resolution enters into force upon its adoption.

Resolution No. ____
of the Ordinary General Meeting of Shareholders
of company under the business name of BENEFIT SYSTEMS Spółka Akcyjna
with its registered seat in Warsaw (the “Company”)
of ____
concerning opinion on the 2022 remuneration report

§1.

Pursuant to Article 359 §2¹ of the Commercial Companies Code in connection with Article 90g Sec. 6 of the Act of 29 July 2005 on Public Offerings and Conditions for Introducing Financial Instruments into the Organised Trading System and on Public Companies, the Ordinary General Meeting expresses a positive opinion on the report concerning remuneration for 2022, taking into account the independent auditor's KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. report on the assessment of this report within the scope stipulated by law.

§2.

The resolution shall enter into force upon adoption.

Resolution No. ____
of the Ordinary 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 appointing the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting appoints [...] as Member of the Supervisory Board of the Company for a new joint term of office.

§2.

The resolution shall enter into force upon adoption.

Resolution No. ____

**of the Ordinary 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 appointing the Member of the Company’s Supervisory Board**

§1.

The Ordinary General Meeting appoints [...] as Member of the Supervisory Board of the Company for a new joint term of office.

§2.

The resolution shall enter into force upon adoption.

Resolution No. ____

**of the Ordinary 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 appointing the Member of the Company’s Supervisory Board**

§1.

The Ordinary General Meeting appoints [...] as Member of the Supervisory Board of the Company for a new joint term of office.

§2.

The resolution shall enter into force upon adoption.

Resolution No. ____
of the Ordinary 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 appointing the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting appoints [...] as Member of the Supervisory Board of the Company for a new joint term of office.

§2.

The resolution shall enter into force upon adoption.

Resolution No. ____
of the Ordinary 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 appointing the Member of the Company’s Supervisory Board

§1.

The Ordinary General Meeting appoints [...] as Member of the Supervisory Board of the Company for a new joint term of office.

§2.

The resolution shall enter into force upon adoption.

Resolution No. ____
of the Ordinary 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 the determination of the amount and rules of payment of remuneration to members of the
Supervisory Board of the Company.

§1.

Pursuant to § 25 Sec. 2 of the Company's Articles of Association, the Ordinary General Meeting determines the remuneration for the Members of the Supervisory Board of the Company in the following amount:

- 1) Chairperson of the Supervisory Board [...] PLN gross per month,
 - 2) Deputy Chairperson of the Supervisory Board [...] PLN gross per month,
 - 3) Member of the Supervisory Board [...] PLN gross per month,
- and additional remuneration for acting as a Member of the Audit Committee in the amount of [...] PLN gross per month.

§2.

The remuneration specified in § 1 shall be paid in arrears, by the 10th day of the month, to the bank account of the Supervisory Board Member. If a Member of the Supervisory Board holds a position for an incomplete month, the remuneration shall be calculated proportionally in the amount of 1/30 of the remuneration specified in § 1 for each day of holding the position of the Supervisory Board Member.

§3.

The resolution shall enter into force upon adoption and repeals all previous resolutions regarding remuneration of the Supervisory Board members.

§4.

The resolution shall enter into force upon adoption.

Resolution No. ____
of the Ordinary 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 _____,
concerning the creation of reserve capital earmarked for loans to be granted to employees of the
Company and of its subsidiaries with the intention to finance their acquisition of shares of the
Company

§1.

1. Acting pursuant to Article 345 §1, §4 and §8 in conjunction with Article 396 §1 and §4 of the Commercial Companies Code, the Ordinary General Meeting of the Company hereby decides to establish reserve capital in the amount of: PLN 20,000,000 (in words: twenty million zlotys) (the “**Reserve Capital**”).
2. The Reserve Capital is established so as to facilitate employees of the Company and of its subsidiaries as well as Members of the Management Board of the Company (further together “**Employees**”) - who are eligible within the meaning of §2 Sec. 1 of Resolution No. 5/03.02.2021 of the Extraordinary General Meeting of the Company of 3 February 2021 concerning an Amendment to the Articles of Association of the Company and the Issuance of Subscription Warrants of the K1, K2, L, Ł, M and N series, with the Right of Priority to Take up Series G Shares and a Contingent Increase of the Share Capital by way of Issuance of Series G Shares, Whereby the Existing Shareholders should be

Deprived of the Preemptive Right (the “**Resolution**”) - taking up series G shares in the Company issued on the basis of the Resolution (the “**Shares**”), by way of providing an opportunity that the Company may extend loans to the Employees with a view to financing 80% of the value of the contribution in cash that the Employees must make as a payment for the Shares they will take up (“**Loans**”); the decision whether to grant the loan or not will be made by the Management Board of the Company case by case at their free discretion.

3. Acting pursuant to Article 15 §1 of the Commercial Companies Code, the Ordinary General Meeting consents to the conclusion by the Company Loan agreements with the Members of the Management Board of the Company (“**Loan Agreements**”). The Ordinary General Meeting decides, that Loan Agreements will be concluded by the Supervisory Board of the Company on behalf of the Company.
4. Concluded Loans will be short-term nature and the terms of the loans may not be longer than three months. The Loans will bear fixed interest rate which per annum will amount to 3 percentage points above WIBOR 3M indicator administered by GPW Benchmark S.A. from the day preceding day of Loan conclusion. In the event of termination of publication of WIBOR 3M indicator, subsequently an equivalent indicator reflecting 3 month cost of financing on Warsaw interbank market will be applied.
5. The Reserve Capital will be created out of transferred funds that, pursuant to Article 348 §1 of the Commercial Companies’ Code could be allocated for distribution among the shareholders, i.e. by way of transfer of the amount of PLN 20,000,000 (in words: twenty million zlotys) from the supplementary capital to the Reserve Capital.

§2.

The amounts of the Reserve Capital unused for the needs of the facilitation described in the §1 Sec. 2 above after the termination of term to take up Shares i.e. 28 February 2027 will be transferred to supplementary capital of the Company and the Reserve Capital will be terminated.