

**Draft Resolutions of the Extraordinary General Meeting (“General Meeting”) of Shareholders of the Company Benefit Systems S.A. with its seat in Warsaw (hereinafter referred to as the “Company”) submitted according to art. 400 of the Commercial Companies Code by the Company’s shareholder – Mr James Van Bergh**

**Justification**

In view of the desire, observed prior to, as well as realized during the Company's Annual General Meeting for the 2022 fiscal year, to increase the scope of institutional shareholders' participation in the Company's supervision, it is reasonable to allow all of the Company's shareholders to have their say on the statutory number of members of the supervisory body by submitting to a vote a resolution of the Meeting amending the Company's Articles of Association and enlarging the composition of the Supervisory Board from five (5) (i.e. the minimum level for a public company) to six (6) members, and then, and as a consequence of any amendment of the Articles of Association in this regard, also by supplementing such enlarged composition of the supervisory body with another (sixth) representative on the Company's Supervisory Board elected by the shareholders.

The above, according to the applicant, will make it possible to ensure even more effective, appropriate and adequate supervision of the Company, both now and in the years to come.

James Van Bergh

**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 \_\_\_\_**  
**on electing the Chairperson of the General Meeting**

**§1.**

The Extraordinary 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 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 \_\_\_\_**  
**on electing or abstention from electing the Counting Committee**

**§1.**

The Extraordinary General Meeting of Shareholders hereby abstains from electing the Counting Committee.

**§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 \_\_\_\_**  
**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 \_\_\_\_, 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 or abstention from electing the Counting Committee.
5. Approving the agenda of the General Meeting.
6. Adopting the resolution on amendment to the Articles of Association of the Company and the manner of establishing the consolidated text of the amended articles of association.
7. Adopting the resolution on appointing member of the Supervisory Board of the Company.
8. Closing 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 \_\_\_\_\_  
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 § 20 sec. 1 of the Articles of Association of the Company with the following wording:

*“1. The Supervisory Board shall be composed of five (5) members who shall be appointed and recalled by the General Meeting.”*

**By adding new, following wording:**

*“1. The Supervisory Board shall be composed of six (6) members who shall be appointed and recalled by the General Meeting.”*

**§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. [...]

**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 \_\_\_\_\_  
on appointing the Member of the Company’s Supervisory Board**

**§1.**

The Extraordinary General Meeting appoints [...] as Member of the Supervisory Board of the Company for a joint term of office, that started its term on 29 June 2023.

**§2.**

The resolution shall become effective as of the moment when the registry court enters the amendment to the Articles of Association of the Company covered by resolution of the Extraordinary General Meeting of [...] 2023, No. [...] in the register of business entities of the National Court Register (KRS).