

Appendix to current report no. 21/2024

**Resolutions adopted by the Extraordinary General Meeting of Shareholders of
Benefit Systems S.A. on 25 March 2024**

**Resolution No. 1/25.03.2024
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 Chairperson of the General Meeting**

§1.

The Extraordinary General Meeting of Shareholders hereby elects Mr Marcin Marczuk to the Chairman of the General Meeting.

§2.

The Resolution enters into force upon its adoption.

Ms Weronika Czyżyk-Węgrzyn found that 1,824,073 (one million eight hundred twenty-four thousand seventy-three) votes as such were cast in the secret voting, which represented 61.66% (sixty-one and sixty-six hundredth percent) of the share capital of the Company; 1,824,073 (one million eight hundred twenty-four thousand seventy-three) votes for the Resolution as such were cast, there were no votes against the Resolution and no abstention, therefore the Resolution was adopted.

The Chairman of the General Meeting represented that:

a) in accordance with the signed list of attendance, 1,824,073 (one million eight hundred twenty-four thousand seventy-three) shares, out of total 2,958,292 (two million nine hundred fifty-eight thousand two hundred ninety-two) shares, were represented at the Extraordinary General Meeting of Shareholders, entitling to 1,824,073 (one million eight hundred twenty-four thousand seventy-three) votes, which accounted for 61.66% (sixty-one and sixty-six hundredth percent) of share capital of the Company eligible for the Extraordinary General Meeting,

b) the represented shareholders met the requirements of Art. 406¹ of the Commercial Companies Code.

Resolution No. 2/25.03.2024
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 withdrawing from the election of the Counting Committee

§1.

The Extraordinary General Meeting of Shareholders decided to withdraw from the election of the Counting Committee.

§2.

The Resolution enters into force upon its adoption.

The Chairman of the General Meeting found as follows:

a) in the secret voting on the Resolution above, 1,824,073 (one million eight hundred twenty-four thousand seventy-three) shares were voted, which represented 61.66% (sixty-one and sixty-six hundredth percent) of the share capital of the Company, i.e. 1,824,073 (one million eight hundred twenty-four thousand seventy-three) valid votes were cast,

b) 1,694,234 (one million six hundred ninety-four thousand two hundred thirty-four) votes for the Resolution as such were cast, there were no votes against the Resolution and 129,839 (one hundred twenty-nine thousand eight hundred thirty-nine) abstentions.

therefore the Resolution was adopted.

Resolution No. 3/25.03.2024
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.

The Chairman of the General Meeting found as follows:

a) in the secret voting on the Resolution above, 1,824,073 (one million eight hundred twenty-four thousand seventy-three) shares were voted, which represented 61.66% (sixty-one and sixty-six hundredth percent) of the share capital of the Company, i.e. 1,824,073 (one million eight hundred twenty-four thousand seventy-three) valid votes were cast,

b) 1,824,073 (one million eight hundred twenty-four thousand seventy-three) votes for the Resolution as such were cast, there were no votes against the Resolution and abstentions, therefore the Resolution was adopted.

Resolution No. 4/25.03.2024
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
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

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:

§2.

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 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.

The Chairman of the General Meeting found as follows:

a) in the secret voting on the Resolution above, 1,824,073 (one million eight hundred twenty-four thousand seventy-three) shares were voted, which represented 61.66% (sixty-one and sixty-six hundredth percent) of the share capital of the Company, i.e. 1,824,073 (one million eight hundred twenty-four thousand seventy-three) valid votes were cast,

b) 1,824,073 (one million eight hundred twenty-four thousand seventy-three) votes for the Resolution as such were cast, there were no votes against the Resolution and abstentions, therefore the Resolution was adopted.