



Draft Resolutions
for the Extraordinary General Meeting of Benefit Systems Spółka Akcyjna
(the "Company")
convened for 21 July 2026 at 11 a.m.
(the "Extraordinary General Meeting")

The Extraordinary General Meeting was convened by the Management Board of the Company pursuant to Articles 398, 399 § 1, 402¹ and 402² of the Act of 15 September 2000 – the Commercial Companies Code (consolidated text: Journal of Laws of 2024, item 18, as amended) (the "**Commercial Companies Code**" or the "**CCC**").

In accordance with Principle 4.6 of the Best Practice for GPW Listed Companies 2021, draft resolutions of the general meeting concerning matters other than procedural matters include a statement of reasons intended to enable shareholders to make informed decisions.

The statement of reasons relating to the individual items on the agenda is presented below.

1. Resolutions of a procedural nature (items 2, 4 and 5 of the agenda)

Draft resolutions concerning:

- the election of the Chairperson of the Extraordinary General Meeting (item 2),
- the election of the Scrutiny Committee (item 4),
- the adoption of the agenda (item 5),

are of a procedural nature and result from legal regulations as well as the established practice of the functioning of general meetings of public companies. Due to their technical nature, they do not require a detailed justification.

2. Rationale of the draft resolution on amendments to the Company's Statutes (item 6 of the agenda) and resolutions regarding the Incentive Scheme for 2026–2028 (items 7 and 8 of the agenda)

The draft resolutions proposed by the Management Board refer to the draft resolutions put to a vote at the Ordinary General Meeting of the Company held on 10 June 2026.

Following an analysis of the voting on those resolutions, and taking into account the positions and expectations communicated by shareholders, the Management Board prepared revised draft resolutions aimed at developing solutions that may be acceptable to the required majority of shareholders.

The proposed solutions have been prepared on the assumption that the fundamental premises of the earlier drafts should be maintained, while also taking into account, to a significant extent, those reservations which formed the basis for a different assessment by some shareholders. The current wording of the drafts strikes a reasonable balance between shareholders' expectations and the objectives which the resolutions are intended to serve. In the Management Board's assessment, if shareholders remain consistent with the positions



expressed so far, the proposed wording of the drafts should secure the required majority of votes.

Proposed amendments to the Statutes

The draft resolution concerning amendments to the Statutes of the Company, based on the draft amendments to the Statutes submitted by the Management Board and put to a vote at the Ordinary General Meeting on 10 June 2026, provides for:

- reducing, **from 5% to 3% of the Company's equity**, the value threshold for certain acts requiring the prior consent of the Supervisory Board; and
- granting the Supervisory Board the **power to approve** draft budgets for the operations of the Company and the Company's Capital Group for the following financial year.

These amendments respond to requests made by certain shareholders to increase the powers of the Supervisory Board and strengthen its oversight over the Company's key business decisions.

In all other respects, the rationale presented for the draft resolution submitted to the Ordinary General Meeting held on 10 June 2026 remains valid:

The draft resolution provides for an amendment to the Company's Statutes consisting in revising the existing provisions, with the exception of § 6 sections 2–5, and adopting a new, reorganized wording thereof. The proposed amendments to the Company's Statutes are intended to comprehensively modernize the Company's corporate governance framework while preserving the continuity of the fundamental principles governing the functioning of the Company's governing bodies and respecting the rights of the Company's shareholders.

The proposed amendments are aimed at adapting the Statutes to the current regulatory environment, public market standards, and the scale of operations of the Company and its capital group (the "**Capital Group**").

To a significant extent, the proposed amendments are of an organizational, simplifying, or editorial nature — they eliminate provisions duplicating the regulations of the Polish Commercial Companies Code, remove overly detailed or historical solutions, and, in many areas, restore the statutory model as the primary point of reference for the functioning of the Company's governing bodies.

One of the main objectives of the proposed amendments is to increase the clarity of the Statutes and reduce their excessive casuistry. To this end, it has been proposed to remove or simplify provisions that did not create additional normative value, but merely repeated statutory regulations or regulated matters that may be more effectively governed at the level of the by-laws of the Company's governing bodies. These changes are intended to ensure that the Statutes focus on genuine constitutional and competence-related matters while maintaining the greatest possible degree of transparency.

Another important objective of the proposed amendments is the modernization of the corporate governance framework by taking into account current standards applicable to public companies, including the Best Practice for GPW Listed Companies 2021. In particular, the draft strengthens provisions relating to the organization of the Supervisory Board's work and the strategic supervision exercised over the activities of the Company and the Capital Group. In this context, the proposed amendments also reflect the development of practices



relating to the functioning of Supervisory Board committees, Supervisory Board advisers, supervision over material transactions, and the use of electronic means of communication in corporate processes.

The proposed amendments to the Statutes also address the need to better reflect the Company's operating model as an entity managing the Capital Group. Accordingly, the draft introduces or clarifies provisions relating to the Capital Group's strategy, budget, certain Supervisory Board competences exercised at the group level, and supervisory mechanisms relating to significant transactions and asset-related decisions. These solutions strengthen the competences of the Supervisory Board while at the same time ensuring transparency and predictability in their exercise vis-à-vis the Management Board.

The proposed amendments also include elements reflecting the Company's long-term orientation and approach to value creation, including the maintenance and further development of provisions relating to the Company's purpose and the consideration of stakeholders' interests. These solutions are consistent both with the adopted direction of the Company's development and with the standards of responsible corporate governance, as well as with the assumptions related to the further development of the BCorp and ESG model.

In the opinion of the Management Board and the Supervisory Board, the proposed amendments to the Statutes, if adopted, will increase the transparency, consistency, and functionality of the statutory framework, better reflecting the current scale and operating model of the Company, while not limiting shareholders' rights or disturbing the fundamental balance of competences between the Company's governing bodies. The adoption of the amendments to the Statutes is therefore intended to create a more modern, transparent, and adequate constitutional framework for the further development of the Company as a public company operating within an international Capital Group.

At the same time, the draft resolution provides that § 6 sections 2–5 of the Company's Statutes concerning the conditional share capital shall remain unchanged. These provisions remain valid because the rights attached to the subscription warrants entitling their holders to subscribe for series G shares have not yet been fully exercised, and the 2021–2025 incentive scheme under which the warrants were issued still remains subject to settlement. Maintaining the current wording of these provisions is therefore justified by the need to preserve the consistency of the statutory framework with the existing mechanisms of the incentive scheme and to ensure the continued ability to exercise the rights attached to the subscription warrants on the existing terms.

The Incentive Scheme for 2026–2028

With respect to the incentive scheme, two resolutions are proposed:

- a) the first draft resolution provides for an amendment to Resolution No. 23/10.06.2026 of the Ordinary General Meeting of the Company (the "**Scheme Resolution**"), pursuant to which the incentive scheme for 2026–2028 was established in the Company (the "**Incentive Scheme**" or the "**Scheme**");
- b) the second draft resolution concerns the issue of Series O, P, R, S, T and U subscription warrants (the "**Warrants**") and Series I shares (the "**Shares**") in order to enable the implementation of the Scheme.



The draft resolution amending the Scheme Resolution clarifies the lock-up rules provided for in the Scheme.

The proposed amendment links the period during which the Shares may not be disposed of (the Lock-up Period) to the date on which the General Meeting approves the Group's consolidated financial statements for the last year of the relevant Performance Period. This solution better reflects the long-term nature of the Incentive Scheme and strengthens its retention and incentive functions.

The proposed resolution on the issue of the Warrants, conditional share capital increase by way of issue of the Shares, exclusion of the existing shareholders' pre-emptive rights to the Warrants and the Shares, and amendments to the Company's Statutes (the "**Issue Resolution**") is intended to enable the implementation of the Incentive Scheme established in the Company. The implementation of the Scheme requires the issue of Warrants to be granted to its participants and the creation of a conditional share capital increase enabling holders of the Warrants to subscribe for the Shares. The Issue Resolution therefore provides the necessary legal basis for the effective implementation of the Scheme.

The draft Issue Resolution has been aligned with the wording of the Scheme Resolution adopted by the Ordinary General Meeting on 10 June 2026 in the wording that received the required majority of votes. Compared with the draft presented by the Management Board, the adopted Scheme Resolution provides for a reduction in the maximum number of Warrants to **75.000** over the entire three-year term of the Scheme, as compared with 99.000 Warrants originally proposed by the Management Board. At the same time, the target values of the EBITpS and PBTpS ratios have been increased, and the reference period for determining the issue price of the Shares has been shortened from three months to two months.

As a result of the shortened reference period, the issue price of the Shares has been set at **PLN 4,120.05** per Share and will be reduced by the aggregate amount of dividends paid by the Company from the date of adoption of the Issue Resolution until the date of subscription for the Shares, per one share of the Company. The same issue price is provided for in the draft Issue Resolution.



Draft Resolutions for the respective items of the agenda

For item 2 of the agenda:

**Resolution No. [●]/[●] 2026
of the Extraordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

dated 21 July 2026

on electing the Chairperson of the Extraordinary General Meeting

§ 1.

The Extraordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw elects [●] as Chairperson of the General Meeting.

§ 2.

This resolution shall enter into force upon its adoption.



For item 4 of the agenda:

**Resolution No. [●]/[●] 2026
of the Extraordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 21 July 2026
on the election of the Scrutiny Committee**

§ 1.

The Extraordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw elects the Scrutiny Committee composed of [●].

§ 2.

This resolution shall enter into force upon its adoption.



For item 5 of the agenda:

**Resolution No. [●]/[●] 2026
of the Extraordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 21 July 2026**

on the adoption of the agenda of the Extraordinary General Meeting

§ 1.

The Extraordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**"), hereby adopts the following agenda of the Company's Extraordinary General Meeting held on 21 July 2026 at 11:00 a.m.:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Election of the Scrutiny Committee.
5. Adoption of the agenda of the Extraordinary General Meeting.
6. Adoption of a resolution on amendments to the Statutes of the Company.
7. Adoption of a resolution on amending Resolution No. 23/10.06.2026 of the Ordinary General Meeting of the Company dated 10 June 2026 on the establishment of the Incentive Scheme for 2026–2028.
8. Adoption of a resolution regarding the issuance of subscription warrants series O, P, R, S, T and U, the conditional increase of the share capital through the issuance of series I shares, deprivation of existing shareholders of pre-emptive rights to the subscription warrants and series I shares, and amendments to the Statutes of the Company.
9. Closing of the meeting.

§ 2.

This resolution shall enter into force upon its adoption.



For item 6 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/6/24/1 dated 24 June 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Extraordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 21 July 2026
on amendments to the Statutes of the Company**

§ 1.

The Extraordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "**General Meeting**" and the "**Company**"), acting pursuant to Article 430 § 1 of the Commercial Companies Code, resolves to amend the Statutes of the Company by giving new wording to the provisions from § 1 to § 6 section 1 and from § 7 to § 32 of the Statutes of the Company, in accordance with the wording set out in the appendix to this resolution.

§ 2.

This Resolution shall become effective upon its adoption, provided that the amendments to the Statutes of the Company shall become effective upon their registration by the registry court in the register of entrepreneurs of the National Court Register.

Appendix:

Consolidated text of the Statutes of the Company in the new wording reflecting the adopted amendments.



Draft new consolidated text of the Statutes of Benefit Systems Spółka Akcyjna with its registered office in Warsaw (the "Company"), reflecting the amendments proposed to be introduced by the resolution of the Extraordinary General Meeting of the Company dated 21 July 2026 on amendments to the Statutes of the Company, together with a list of new and amended provisions.

The proposed amendments cover the provisions from § 1 to § 6 section 1 and from § 7 to § 32 of the Company's current Statutes. As amended, they will constitute the provisions from § 1 to § 6 section 1 and from § 7 to § 27 of the draft new consolidated text of the Company's Statutes.

**"Statutes of Benefit Systems Spółka Akcyjna with its registered office in Warsaw
(the "Statutes")**

I. General Provisions

§ 1.

Benefit Systems Spółka Akcyjna (the "**Company**") was established as a result of the transformation of Benefit Systems sp. z o.o., registered in the register of entrepreneurs of the National Court Register under number 0000254017.

§ 2.

1. The Company operates under the business name "Benefit Systems Spółka Akcyjna".
2. In business dealings, the Company may use the abbreviated business name "Benefit Systems S.A." and its distinctive graphic mark.

§ 3.

The registered office of the Company is in Warsaw.

§ 4.

1. The Company operates in the territory of the Republic of Poland and abroad.
2. The Company has been established for an indefinite term.
3. The Company may establish branches, representative offices and other establishments in Poland and abroad and may participate in other companies and business organisations, including as a partner, shareholder or stockholder.
4. The purpose of the Company is to pursue long-term economic success by conducting business activities in a manner that has a material positive impact on society and the environment, taken as a whole.



II. Scope of Business Activity

§ 5.

1. The predominant business activity of the Company is:
 - 1.1. Operation of sports facilities (PKD 93.11.Z).
2. The remaining business activity of the Company includes:
 - 2.1. Other content distribution activities (PKD 60.39.Z);
 - 2.2. Activities of holding companies (PKD 64.21.Z);
 - 2.3. Activities of head offices (PKD 70.10.A);
 - 2.4. Activities of shared service centres (PKD 70.10.B);
 - 2.5. Business and other management consultancy activities (PKD 70.20.Z);
 - 2.6. Activities of sports clubs (PKD 93.12.Z);
 - 2.7. Activities of fitness clubs (PKD 93.13.Z);
 - 2.8. Sports activities not elsewhere classified (PKD 93.19.Z);
 - 2.9. Other amusement and recreation activities not elsewhere classified (PKD 93.29.B).
3. In addition, the business activity of the Company includes:
 - 3.1. Wholesale of information and communication technology equipment (PKD 46.50.Z);
 - 3.2. Wholesale of other machinery and equipment (PKD 46.64.Z);
 - 3.3. Retail sale of information and communication technology tools (PKD 47.40.Z);
 - 3.4. Retail sale of other new goods (PKD 47.78.Z);
 - 3.5. Other information technology and computer service activities (PKD 62.90.Z);
 - 3.6. Other service activities relating to computing infrastructure, data processing, website management (hosting) and related activities (PKD 63.10.D);
 - 3.7. Other information service activities (PKD 63.92.Z);
 - 3.8. Activities of companies raising financing for other entities (PKD 64.22.Z);
 - 3.9. Other financial service activities, except insurance and pension funding, not elsewhere classified (PKD 64.99.Z);
 - 3.10. Other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z);



- 3.11. Rental and management of own or leased real estate (PKD 68.20.Z);
 - 3.12. Research and experimental development in natural sciences and engineering (PKD 72.10.Z);
 - 3.13. Activities of advertising agencies (PKD 73.11.Z);
 - 3.14. Advertising through mass media (PKD 73.12.Z);
 - 3.15. Market research and public opinion polling (PKD 73.20.Z);
 - 3.16. Other public relations and communication activities (PKD 73.30.B);
 - 3.17. Other leasing of intellectual property and similar products, except copyrighted works (PKD 77.40.B);
 - 3.18. Intermediation in the rental and leasing of other tangible goods and non-financial intangible assets (PKD 77.52.Z);
 - 3.19. Other reservation service activities and related activities (PKD 79.90.Z);
 - 3.20. Office administrative and support activities (PKD 82.10.Z);
 - 3.21. Organisation of trade fairs, exhibitions and congresses (PKD 82.30.Z);
 - 3.22. Other education not elsewhere classified (PKD 85.59.D);
 - 3.23. Physiotherapy activities (PKD 86.95.Z);
 - 3.24. Dietetics activities (PKD 86.99.B);
 - 3.25. Other healthcare activities (PKD 86.99.D).
4. A material change to the scope of business activity of the Company shall be effected without buying out the shares of shareholders who do not consent to the change, provided that the resolution of the General Meeting on such change is adopted by a two-thirds (2/3) majority of votes in the presence of persons representing at least one half of the share capital of the Company.

III. Share Capital

§ 6.

1. The share capital of the Company amounts to PLN 3,301,042.00 and is divided into 3,301,042 ordinary bearer shares with a nominal value of PLN 1.00 each, including:
 - a) 2.204.842 series A shares;
 - b) 200.000 series B shares;
 - c) 150.000 series C shares;



- d) 120.000 series D shares;
 - e) 74.700 series E shares;
 - f) 184.000 series F shares;
 - g) 87.500 series G shares;
 - h) 280.000 series H shares.
2. The series A bearer shares were issued in exchange for shares in Benefit Systems Spółka z ograniczoną odpowiedzialnością referred to in § 1, as a result of the transformation of that company in accordance with Title IV of Section III of the Act of 15 September 2000 - Commercial Companies Code (Journal of Laws No. 94, item 1037, as amended), and were paid up with the assets of the transformed company.
3. The conditional share capital of the Company amounts to PLN 37,500.00 (in words: thirty-seven thousand five hundred zlotys) and is divided into 37,500 (in words: thirty-seven thousand five hundred) ordinary series G bearer shares with a nominal value of PLN 1.00 (one zloty) each.
4. The purpose of the conditional share capital increase is to grant the right to take up series G shares to holders of subscription warrants issued by the Company pursuant to Resolution No. 4/03.02.2021 of the Extraordinary General Meeting of 3 February 2021. The persons entitled to take up series G shares shall be the holders of series K1, K2, L, Ł, M and N subscription warrants issued by the Company.
5. The right to take up series G shares may be exercised by holders of:
- a) series K1 subscription warrants until 31 December 2025;
 - b) series K2 subscription warrants until 31 December 2025 if the participation criteria set out in § 2(a) of Resolution No. 4/03.02.2021 of the Extraordinary General Meeting of 3 February 2021 are met, or until 31 December 2026 if the participation criteria set out in § 4(2)(b) of Resolution No. 4/03.02.2021 of the Extraordinary General Meeting of 3 February 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;
 - f) series N subscription warrants until 31 December 2026.

§ 7.

- 1. The share capital may be increased by way of an issue of new shares or by increasing the nominal value of the existing shares.
- 2. Conversion of registered shares into bearer shares and conversion of bearer shares into registered shares at the request of a shareholder is not permitted.

**§ 8.**

The Company may issue debt securities, including bonds convertible into shares.

§ 9.

Shares may be redeemed with the consent of the shareholder concerned (voluntary redemption).

IV. Financial Management**§ 10.**

1. The Company shall keep its accounts in accordance with applicable laws.
2. The financial year shall be the calendar year.
3. The Company shall create the capital funds required by law and may, in addition, create and dissolve reserve capital and funds by resolution of the General Meeting, with their purpose and manner of use to be determined by resolution of the General Meeting.

§ 11.

1. Shareholders shall have the right to participate in the profit disclosed in the Company's financial statements which has been allocated by the General Meeting for distribution to shareholders.
2. The General Meeting may exclude all or part of the profit from distribution and retain it in the Company for allocation to existing capital funds or to capital funds created for that purpose.
3. The date at which the list of shareholders entitled to the dividend for a given financial year is determined shall be specified by resolution of the General Meeting. The dividend shall be paid on the date specified in the resolution of the General Meeting. If the resolution of the General Meeting does not specify such date, the dividend shall be paid on the date specified by the Supervisory Board.
4. The Management Board may make advance payments to shareholders towards the dividend anticipated at the end of the financial year, provided that the Company has sufficient funds for such payment. Any such payment shall be subject to the requirements provided for by applicable law.

V. Governing Bodies of the Company**§ 12.**

The governing bodies of the Company are:

1. the Management Board,
2. the Supervisory Board,
3. the General Meeting.



A. MANAGEMENT BOARD

§ 13.

1. The Management Board shall consist of between 1 and 7 members appointed by the Supervisory Board for a joint four-year term of office. Any change in the composition of the Management Board during an ongoing term of office shall not affect the duration of that term.
2. The Management Board shall act on the basis of by-laws adopted by the Management Board and approved by the Supervisory Board (the "**Management Board By-Laws**"). The Management Board By-Laws may specify the scope of authority of individual Management Board members in managing the Company's affairs, as well as a catalogue of matters requiring a resolution of the Management Board.
3. The Supervisory Board may designate the President of the Management Board and one or more Vice-Presidents of the Management Board.
4. If the President of the Management Board has been designated, the President shall direct the work of the Management Board and, in the President's absence, the work of the Management Board shall be directed by the Vice-President designated by the President, if such Vice-President has been designated, unless the Statutes or the Management Board By-Laws provide otherwise.
5. Meetings of the Management Board shall be convened by the President of the Management Board or, in the President's absence, by the Vice-President designated by the President, or by two Management Board members acting jointly.
6. Resolutions of the Management Board shall be adopted by an absolute majority of votes. In the event of an equality of votes, the President of the Management Board shall have the casting vote (if the President has been designated).
7. The Management Board may adopt resolutions in writing or using means of direct remote communication. Adoption of resolutions in these procedures shall require that the draft resolution be presented in advance to all Management Board members and that at least one half of the Management Board members participate in the voting.

§ 14.

1. The powers of the Management Board shall include all matters relating to the management of the Company's affairs that have not been reserved to the powers of the General Meeting or the Supervisory Board. The Management Board shall obtain the consent of the Supervisory Board before performing any of the acts referred to in § 22 section 2 letters e)–h) of the Statutes.
2. A Management Board member shall perform his / her duties in a manner that takes into account the Company's purpose and considers, among other things, the following matters:
 - a) the likely consequences of any decision of the Management Board for the Company and its shareholders, including in the long term,
 - b) the interests of the Company's employees and associates, including suppliers,



- c) the need to maintain the Company's business relationships, including with suppliers and customers,
- d) the impact of the Company's activities on society, including in particular local communities,
- e) the impact of the Company's activities on the environment,
- f) the impact of the Company's activities on the Company's other stakeholders not expressly referred to in this section,
- g) the building and maintenance by the Company of the reputation of an entity that observes high standards of business conduct

(the "**Stakeholder Interests**", and each individually a "**Stakeholder Interest**").

- 3. When performing the duty referred to in section 2, a Management Board member shall not be required to give greater or lesser weight to any Stakeholder Interest, or any group of Stakeholder Interests, as compared with any other Stakeholder Interest or group of Stakeholder Interests.
- 4. A Management Board member's pursuit of the Company's purpose and performance of the duty referred to in section 2 shall constitute acting in the interest of the Company.
- 5. Acting in the interest of the Company, the Management Board shall determine the operating strategy of the Company's capital group, i.e. the Company and the entities whose financial results are included in the Company's consolidated financial statements (the "**Capital Group**") (the "**Strategy**"). Before its adoption by the Management Board, the Strategy shall be submitted to the Supervisory Board for approval. The Management Board shall be responsible for implementing and executing the Strategy, while the Supervisory Board shall be responsible for reviewing the actions of the Management Board and monitoring the results achieved.
- 6. By the end of November of each year, the Management Board shall prepare a draft budget for the Company's operations (the "**Budget**") and a draft budget for the Capital Group (the "**Consolidated Budget**") for the following financial year, covering development directions and planned revenues and costs, including capital expenditure, and shall submit them to the Supervisory Board for approval. Within 2 weeks of receiving the drafts, the Supervisory Board shall adopt a resolution on their approval. If approval is refused, the Management Board shall present a revised version of the budget.

§ 15.

- 1. The following persons shall be authorised to make statements on behalf of the Company:
 - a) if the Management Board consists of one member — the sole Management Board member acting independently,
 - b) if the Management Board consists of more than one member — two Management Board members acting jointly or one Management Board member acting jointly with a commercial proxy.



2. Proxies authorised to act independently or jointly may be appointed to perform specific acts or acts of a specific type.

§ 16.

1. Serving on the Management Board shall constitute the principal area of professional activity of a Management Board member.
2. A Management Board member should not undertake any additional professional activity if such activity could hinder the proper performance of his or her duties in the Company. Serving by a Management Board member on governing bodies of companies or other entities outside the Capital Group that conduct business activity for profit shall require the consent of the Supervisory Board.
3. Without the prior consent of the Supervisory Board, a Management Board member may not be involved in competitive interests, in particular conduct competitive activity, perform work or services for competing entities, serve on the governing bodies of such entities, hold shares or interests in competing entities, or hold more than 5% of shares or interests in other entities. The foregoing restrictions shall not apply to employment or service in a subsidiary of the Company, provided that receiving remuneration on that account shall require the prior consent of the Supervisory Board.

B. SUPERVISORY BOARD

§ 17.

1. The Supervisory Board shall consist of between 5 and 7 members appointed and removed by the General Meeting.
2. Candidatures for members of the Supervisory Board should be submitted to the Company no later than three days before the scheduled date of the General Meeting, together with the candidate's curriculum vitae and the candidate's statement as to whether he or she meets the conditions set out in section 4 below.
3. Members of the Supervisory Board shall be appointed for a joint term of office of five years. Following the expiry of the term of office that commenced on 29 June 2023, members of the Supervisory Board shall be appointed for a joint term of office of four years.
4. For as long as the Company is a public interest entity within the meaning of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (the "**Act on Statutory Auditors**"), at least two members of the Supervisory Board should be independent members and meet the independence criteria set out in that Act (the "**Independent Supervisory Board Members**"). Failure to meet the requirements set out in the first sentence shall not result in the Supervisory Board losing its status as a governing body of the Company or prevent it from adopting valid resolutions. If the Management Board receives a statement from an Independent Supervisory Board Member that he or she no longer meets the independence criteria, or obtains such information from another source, it shall convene the General Meeting within two weeks of receiving the statement or becoming aware of the information in order to appoint a new Independent Supervisory Board Member.
5. If the mandate of one or more members of the Supervisory Board expires during a given term of office and, as a result, the Supervisory Board would have fewer than five members, the remaining members of that body may, by a unanimous co-option statement, appoint a



new member or members, who shall perform their functions until members of the Supervisory Board are elected by the General Meeting in place of the co-opted members of the Supervisory Board. The provisions of section 4 shall apply accordingly to the appointment of a member of the Supervisory Board under this section. The Supervisory Board may not include more than two members appointed in accordance with the above rules.

§ 18.

1. The Supervisory Board shall elect the Chairperson and the Deputy Chairperson of the Supervisory Board by an absolute majority of votes. The Chairperson shall direct the work of the Supervisory Board and ensure that it is properly organised, in particular by convening meetings and chairing the proceedings.
2. If the Chairperson of the Supervisory Board is absent or prevented from performing his or her function, the Chairperson's rights and duties shall be exercised by the Deputy Chairperson.
3. The Supervisory Board shall adopt its by-laws, which shall set out in detail the organisation and manner in which that body performs its activities (the "**Supervisory Board By-Laws**").
4. The first meeting of the Supervisory Board of a given term of office shall be convened by the oldest member of the Supervisory Board within 30 days of the election of the members of the Supervisory Board, with an agenda covering the constitution of the Supervisory Board and the election of the Chairperson and the Deputy Chairperson.

§ 19.

1. The Chairperson of the Supervisory Board or, in the Chairperson's absence, the Deputy Chairperson shall convene meetings of the Supervisory Board on his or her own initiative or at the request of the Management Board or a member of the Supervisory Board. If such a request is submitted, the meeting shall be held in accordance with the requested agenda and no later than within two weeks of receipt of the request. If that deadline expires without effect, the requesting party shall be authorised to convene the meeting independently. In such case, if the requesting party is a member of the Supervisory Board, that member shall chair the meeting convened in this manner.
2. Meetings of the Supervisory Board shall be convened by e-mail sent at least seven days before the scheduled date of the meeting. A meeting may also be convened by registered letters sent at least 14 days before the scheduled date of the meeting or by courier delivery made to a member of the Supervisory Board at least seven days before the scheduled date of the meeting.
3. In urgent matters, the Chairperson of the Supervisory Board or, in the Chairperson's absence, the Deputy Chairperson may convene a meeting without observing the deadlines referred to in section 2, provided that notice of such meeting should be given no later than 24 hours before the meeting.
4. Management Board members and other persons invited by the person convening the meeting may participate in a meeting of the Supervisory Board.
5. The proceedings of the Supervisory Board shall be minuted. The minutes shall be signed at least by the Supervisory Board member chairing the meeting. The minutes shall list the



members participating in the meeting, the agenda, the content of the resolutions adopted, the manner in which the voting was conducted and its result, and dissenting opinions, if any, together with the reasons therefor, if stated.

6. A copy of the minutes shall be sent, promptly after being prepared, to all Supervisory Board members. Within seven days of receipt, members of the Supervisory Board may submit written comments or objections to the minutes and request that they be attached to the minutes. Any comments or objections submitted shall be attached to the minute book.

§ 20.

1. The Supervisory Board shall adopt resolutions by an absolute majority of votes. In the event of an equality of votes the Chairperson of the Supervisory Board shall have the casting vote.
2. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication. Resolutions adopted in this procedure shall be valid only if all Supervisory Board members have been notified of the wording of the draft resolution and at least one half of the Supervisory Board members have participated in adopting it. If the Supervisory Board adopts resolutions in this procedure, minutes of the voting shall be prepared and signed by the person administering the voting.

§ 21.

1. For as long as the Company is a public interest entity within the meaning of the Act on Statutory Auditors, the Supervisory Board shall appoint an audit committee composed of at least three members, provided that the requirements concerning the composition of the audit committee shall be governed by the Act on Statutory Auditors.
2. The Supervisory Board may:
 - a) also appoint committees other than the audit committee - whether standing or ad hoc - to perform specific supervisory activities;
 - b) delegate its members to perform specific supervisory activities independently.
3. The detailed powers and rules for appointing committees shall be set out in the Supervisory Board By-Laws, and the detailed rules for their operation shall be set out in the by-laws of those committees.

§ 22.

1. The Supervisory Board shall exercise ongoing supervision over the Company's activities in all areas of its operations. In order to perform its duties, the Supervisory Board may require the Management Board and the Company's employees to submit reports and provide explanations and may inspect the Company's documents.
2. The powers of the Supervisory Board shall include in particular:
 - a) assessing the Management Board's report on the Company's activities and the financial statements for each financial year, in terms of their consistency with the Company's books and records and with the actual state of affairs,



- b) assessing the Management Board's proposals concerning the distribution of profit or coverage of loss,
- c) preparing and submitting to the General Meeting an annual written report on the results of the assessments referred to in letters a) and b), as well as the Supervisory Board report within the meaning of Article 382 § 3 item 3 of the Commercial Companies Code,
- d) preparing remuneration reports within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (the "Act on Public Offering"),
- e) granting consent to the conclusion of a material transaction within the meaning of Article 90h of the Act on Public Offering,
- f) granting consent to the performance by the Company of an act involving:
 - (i) the acquisition or disposal of shares, interests or all rights and obligations in a commercial company or other similar participation rights,
 - (ii) the incurrance by the Company of a financial liability, whether in one transaction or in several related transactions, provided that in the case of liabilities incurred for an indefinite term, the aggregate value of liabilities for 3 consecutive years from the date of the act shall be taken into account,
 - (iii) the disposal of fixed assets within the meaning of the Act of 29 September 1994 on Accounting ("Fixed Assets"), whether in one transaction or in several related transactions,
 - (iv) acquisition or disposal of real property or the right of perpetual usufruct or an interest in real property or in the right of perpetual usufruct,
 - (v) making the Company's Fixed Assets available for use by another entity for a period exceeding three months, provided that, for the purpose of determining the value, account shall be taken of the aggregate amount of consideration for a period of one year which the Company would receive from the other party or could receive if the transaction were not made free of charge,
 - (vi) the issue by the Company of bonds other than convertible bonds and bonds carrying pre-emptive rights,
 - (vii) the granting by the Company of a guarantee or surety, or the assumption of debt as a co-debtor,with a value exceeding **3%** of the Company's equity (based on the Company's most recently published annual financial statements),
- g) granting consent to the exercise by the Company of voting rights at a general meeting or shareholders' meeting, or in voting within the governing bodies of foreign-law entities, in matters concerning the disposal of assets with a value exceeding, or the incurrance of a financial liability in an amount exceeding, **3%** of the Company's equity (based on the Company's most recently published annual financial statements),



- h) granting consent to the conclusion by the Company of a donation agreement or another agreement with a similar effect with a value exceeding PLN 1,000,000.
3. The powers of the Supervisory Board shall also include:
- a) appointing and removing Management Board members,
 - b) suspending, for valid reasons, individual or all Management Board members from their duties,
 - c) designating the President or Vice-President of the Management Board,
 - d) entering into agreements with Management Board members,
 - e) determining the terms and conditions for Management Board members to perform their functions, including their remuneration, both in the Company and in other entities of the Capital Group,
 - f) granting consent for Management Board members to engage in competitive activities or to serve on governing bodies of other entities outside the Capital Group,
 - g) delegating Supervisory Board members to temporarily perform the duties of Management Board members who are unable to perform their duties and determining their remuneration,
 - h) approving the Strategy,
 - i) approving the Budget and the Consolidated Budget,
 - j) issuing opinions on remuneration policies approved by the Company in companies from the Capital Group,
 - k) issuing opinions on draft resolutions submitted by the Management Board to the General Meeting,
 - l) selecting an audit firm to audit the Company's financial statements and the consolidated financial statements of the Capital Group and to provide assurance of sustainability reporting,
 - m) adopting the by-laws of the Supervisory Board and of its committees,
 - n) approving the Management Board By-Laws,
 - o) granting consent to the Management Board for the payment of an advance towards the dividend anticipated at the end of the financial year,
 - p) granting consent to the establishment and closure by the Company of its branches,
 - q) determining the consolidated text of the Statutes and introducing other editorial amendments specified in a resolution of the General Meeting.
4. The Supervisory Board shall have the right to appoint an adviser to the Supervisory Board, whereas the General Meeting shall be authorized to determine the maximum aggregate



remuneration costs of all advisers to the Supervisory Board that may be incurred by the Company during the financial year.

C. GENERAL MEETING

§ 23.

1. General Meetings shall be held at the registered office of the Company.
2. The rules for convening General Meetings shall be governed by mandatory provisions of law.
3. The conduct of General Meetings shall be governed by the Rules of Procedure of the General Meeting adopted by the General Meeting.

§ 24.

1. Motions on procedural matters and a motion to convene an Extraordinary General Meeting may be voted on, and resolutions in this respect may be adopted, even if they have not been included in the agenda.
2. Resolutions of the General Meeting shall be adopted by an absolute majority of votes, unless mandatory provisions of law or the Statutes impose stricter requirements for their adoption.
3. The removal from the agenda of the General Meeting of matters included in the agenda at the request of an authorised shareholder submitted pursuant to Articles 400–401 of the Commercial Companies Code shall require the consent of the shareholder who submitted such request.

§ 25.

1. The General Meeting shall be opened by the Chairperson of the Supervisory Board or the Deputy Chairperson of the Supervisory Board, and the Chairperson of the General Meeting shall be elected from among the persons entitled to vote. If those persons are absent, the General Meeting shall be opened by the President of the Management Board, if designated, or by a person indicated by the Management Board.
2. Management Board and Supervisory Board members shall participate in the proceedings of the General Meeting in a composition enabling them to comment on the matters being the subject of the proceedings of the General Meeting and to provide substantive answers to questions asked during the General Meeting.
3. Matters submitted by the Management Board to the General Meeting should be presented in advance to the Supervisory Board for its opinion, except for matters concerning Supervisory Board members.

§ 26.

1. The Company shall provide a real-time broadcast of the proceedings of the General Meeting.
2. Participation in the General Meeting using means of electronic communication shall be permitted if the announcement of a given General Meeting contains information on the availability of such option. Such participation shall include in particular:



- a) two-way real-time communication enabling shareholders to speak during the proceedings of the General Meeting while being present at a location other than the venue of the proceedings,
 - b) exercise by a shareholder, personally or through a proxy, of voting rights during the General Meeting.
3. The detailed rules for participation in the General Meeting using means of electronic communication shall be set out in rules adopted by the Supervisory Board.

VI. Final Provisions

§ 27.

1. Announcements required by law or by the Statutes shall be published by the Company on its website in the section designated for communication with shareholders, and also in Monitor Sądowy i Gospodarczy if the obligation to make such publication arises under applicable laws.
2. To all matters not regulated in the Statutes applicable laws shall apply.”



For item 7 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/6/24/2 dated 24 June 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Extraordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 21 July 2026**

on amending Resolution No. 23/10.06.2026 of the Ordinary General Meeting of Benefit Systems S.A. dated 10 June 2026 on the establishment of the Incentive Scheme for 2026–2028

In connection with Resolution No. 23/10.06.2026 of the Ordinary General Meeting of Benefit Systems S.A. dated 10 June 2026 on the establishment of the Incentive Scheme for 2026–2028 (the "**Scheme Resolution**"), the Extraordinary General Meeting of the Company resolves as follows:

§ 1.

1. § 5 section 4 of the Scheme Resolution shall be amended to read as follows:

"Shares subscribed for by an Eligible Person in exercise of the rights attached to the Warrants shall be subject to a disposal restriction (lock-up) for a period of 12 (twelve) months from the date on which the General Meeting approves the Company's consolidated financial statements for the relevant financial year (the "**Lock-up Period**"), i.e.:

- a) for Shares subscribed for upon exercise of Series O and P Warrants — for the financial year 2028,
- b) for Shares subscribed for upon exercise of Series R and S Warrants — for the financial year 2029,
- c) for Shares subscribed for upon exercise of Series T and U Warrants — for the financial year 2030.

During the Lock-up Period, an Eligible Person may not sell, encumber or otherwise dispose of the relevant Shares, subject to the transfer of Shares by inheritance".

2. The consolidated text of the Scheme Resolution, reflecting the amendment introduced by this Resolution, shall be adopted in the wording set out in the **Appendix** to this Resolution.

§ 2.

The remaining provisions of the Scheme Resolution shall remain unchanged.

§ 3.

This resolution shall enter into force upon its adoption.

**Appendix:**

Consolidated text of Resolution No. 23/10.06.2026 of the Ordinary General Meeting of Benefit Systems S.A. dated 10 June 2026 on the establishment of the Incentive Scheme for 2026–2028

/Consolidated text/**of Resolution No. 23/10.06.2026 of the Ordinary General Meeting of Benefit Systems S.A. dated 10 June 2026 on the establishment of the Incentive Scheme for 2026–2028, as amended by Resolution No. ___ of the Extraordinary General Meeting of Benefit Systems S.A. dated 21 July 2026**

The Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the “**Company**”):

- 1) having regard to the need to:
 - (i) ensure appropriate motivation for persons key to the development of the Company’s capital group (the “**Capital Group**” or the “**Group**”), i.e. members of the Company’s management board (the “**Management Board**”) and members of the Group’s senior and middle management;
 - (ii) shape the remuneration level of such persons in a manner supporting the achievement of the Company’s long-term business objectives and the growth of its value;
- 2) taking into account the benefits of more closely aligning the interests of persons key to the Group with the interests of the Company and its shareholders by supporting their participation in the Company’s shareholding structure,
resolves as follows:

§ 1.**Establishment of the Scheme**

1. An incentive scheme for 2026–2028 is established in the Company (the “**Incentive Scheme**” or the “**Scheme**”) for persons key to the Capital Group, including members of the Management Board.
2. The General Meeting entrusts the supervisory board of the Company (the “Supervisory Board”) with adopting the rules of the Scheme, setting out the detailed rules for its implementation within the limits specified in this resolution (the “**Rules**”).
3. The Rules shall be adopted within 1 month from the date of this resolution.

§ 2.**Principles of the Scheme**



1. The Scheme will be based on the issue by the Company of up to **75,000** registered subscription warrants (the "**Warrants**") referred to in Article 453 § 2 of the Act of 15 September 2000 – Commercial Companies Code.
2. Each Warrant shall entitle its holder to subscribe for 1 series I share of the Company (a "**Share**").
3. The Warrants shall be issued as part of a conditional share capital increase of the Company, excluding the pre-emptive rights of the Company's shareholders.
4. The Warrants shall be issued in series, with a maximum of **12,500** Warrants per series, as follows:
 - a) in 2026, series O and P Warrants shall be issued (1st tranche);
 - b) in 2027, series R and S Warrants shall be issued (2nd tranche);
 - c) in 2028, series T and U Warrants shall be issued (3rd tranche).
5. The Warrants shall be issued in three tranches in 2026–2028, provided that the possibility to subscribe for Shares shall depend on achieving the financial results specified in this resolution in the following three performance periods (the "**Performance Periods**"):

Performance Period I: 1 January 2026 - 31 December 2028

Performance Period II: 1 January 2027 - 31 December 2029

Performance Period III: 1 January 2028 - 31 December 2030

6. For the purposes of exercising the rights attached to the Warrants:
 - a) "**EBITps**" means the sum of Consolidated Normalized Operating Profit per Share achieved in the three consecutive years of a given Performance Period;
 - b) "**PBTps**" means the sum of Consolidated Normalized Profit Before Tax per Share achieved in the three consecutive years of a given Performance Period;
 - c) "**Consolidated Normalized Operating Profit per Share**" means the quotient of:
 - (i) the consolidated operating profit disclosed in the Company's audited consolidated financial statements, adjusted for the impact of: one-off, non-recurring or non-operational events, including non-cash events or events related to M&A transactions, changes in accounting policies during the performance measurement period, costs of the Scheme, the hyperinflation effect resulting from the application of IAS 29, amortization or settlement of intangible assets (customer relationships) arising in the purchase price allocation (Purchase Price Allocation) process in connection with the acquisition of 100% of the shares in the share capital of the Turkish company Mars Spor Kulübü ve Tesisleri İşletmeciliği A.Ş., and gains or losses arising from unrealized foreign exchange differences;
- and



- (ii) the weighted average number of ordinary shares of the Company disclosed in the audited consolidated financial statements of the Company;
- d) “**Consolidated Normalized Profit Before Tax per Share**” means the quotient of:
 - (i) the consolidated profit before tax disclosed in the Company’s audited consolidated financial statements, adjusted for the impact of: one-off, non-recurring or non-operational events, including non-cash events or events related to M&A transactions, changes in accounting policies during the performance measurement period, costs of the Scheme, the hyperinflation effect resulting from the application of IAS 29, amortization or settlement of intangible assets (customer relationships) arising in the purchase price allocation (Purchase Price Allocation) process in connection with the acquisition of 100% of the shares in the share capital of the Turkish company Mars Spor Kulübü ve Tesisleri İşletmeciliği A.Ş., and gains or losses arising from unrealized foreign exchange differences;
and
 - (ii) the weighted average number of ordinary shares of the Company disclosed in the audited consolidated financial statements of the Company.
- 7. The Supervisory Board is authorized to verify adjustments to consolidated operating profit and consolidated profit before tax, in accordance with section 6(c)(i) and section 6(d)(i) above, for the purposes of determining the achievement of the objectives under the Scheme. Any such adjustments shall be applied only to reflect the circumstances expressly specified in section 6(c)(i) or section 6(d)(i).

§ 3. Eligible Persons

1. Persons entitled to subscribe for the Warrants (the “**Eligible Persons**”) shall be persons in a total number not exceeding 149.
2. Warrants may be granted only to persons key to the Capital Group who, as at the date of subscription for the Warrants, remain in an employment relationship or another legal relationship with the Company or another entity from the Capital Group, on the basis of which they actually perform work or provide services for remuneration (the “**Employment Relationship**”).
3. Warrants may not be granted to a person whose Employment Relationship has been terminated, expired or notice of termination has been given before the date of subscription for the Warrants.
4. The list of Eligible Persons, together with the number of Warrants of a given series granted to them:
 - a) with respect to members of the Management Board – shall be determined by the Supervisory Board;
 - b) with respect to other persons – shall be determined by the Management Board,
taking into account the positions, scope of duties and level of responsibility of such persons within the Capital Group.



5. The number of Warrants granted to a given Eligible Person within a given tranche shall be equal for:
 - a) series O and P Warrants;
 - b) series R and S Warrants;
 - c) series T and U Warrants.
6. Warrants shall be granted and offered for subscription free of charge within the following periods:
 - a) within 2 months from the date of registration in the register of entrepreneurs of the amendment to the Company's Statutes regarding the conditional increase of the Company's share capital for the purpose of granting the right to subscribe for Shares to holders of the Warrants – with respect to series O and P Warrants;
 - b) by the end of March 2027 – with respect to series R and S Warrants;
 - c) by the end of March 2028 – with respect to series T and U Warrants.
7. It is determined that:
 - a) no more than 50% of the Warrants of a given series may be allocated to members of the Management Board;
 - b) no Eligible Person may be granted more than 10% of the Warrants of a given series, provided that Warrants of a given series not granted to members of the Management Board may, by decision of the Management Board, be granted to other key persons in the Capital Group.
8. Warrants may be subscribed for by an Eligible Person within 2 weeks from the date they are offered for subscription.

§ 4.

Exercise of Rights from the Warrants

1. Warrants:
 - a) series O, R and T shall entitle their holders to subscribe for Shares by reference to the achievement of the EBITpS target;
 - b) series P, S and U shall entitle their holders to subscribe for Shares by reference to the achievement of the PBTpS target.

Tranche I (2026)

2. Series O Warrants shall entitle their holders to subscribe for Shares upon achievement of an EBITpS value for the entire Performance Period I of at least **PLN 1,263.42**, provided that if EBITpS is at least **PLN 1,137.08** but less than PLN 1,263.42, rights may be exercised from 50% of the series O Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved EBITpS level according to the following formula, rounded to a whole number of Warrants:

$$\mathbf{X = 50 + 50 \times (EBITpS - 1,137.08) / 126.34}$$



where "X" means the percentage of series O Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that X may not exceed 100%.

- Series P Warrants shall entitle their holders to subscribe for Shares upon achievement of a PBTpS value for the entire Performance Period I of at least **PLN 1,138.68**, provided that if PBTpS is at least PLN **1,024.81** but less than PLN 1,138.68, rights may be exercised from 50% of the series P Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved PBTpS level according to the following formula, rounded to a whole number of Warrants:

$$Y = 50 + 50 \times (\text{PBTpS} - 1,024.81) / 113.87$$

where "Y" means the percentage of series P Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that Y may not exceed 100%.

Tranche II (2027)

- Series R Warrants shall entitle their holders to subscribe for Shares upon achievement of an EBITpS value for the entire Performance Period II of at least **PLN 1,465.56**, provided that if EBITpS is at least **PLN 1,319.01** but less than PLN 1,465.56, rights may be exercised from 50% of the series R Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved EBITpS level according to the following formula, rounded to a whole number of Warrants:

$$X = 50 + 50 \times (\text{EBITpS} - 1,319.01) / 146.56$$

where "X" means the percentage of series R Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that X may not exceed 100%.

- Series S Warrants shall entitle their holders to subscribe for Shares upon achievement of a PBTpS value for the entire Performance Period II of at least **PLN 1,343.65**, provided that if PBTpS is at least **PLN 1,209.28** but less than PLN 1,343.65, rights may be exercised from 50% of the series S Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved PBTpS level according to the following formula, rounded to a whole number of Warrants:

$$Y = 50 + 50 \times (\text{PBTpS} - 1,209.28) / 134.36$$

where "Y" means the percentage of series S Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that Y may not exceed 100%.

Tranche III (2028)

- Series T Warrants shall entitle their holders to subscribe for Shares upon achievement of an EBITpS value for the entire Performance Period III of at least **PLN 1,700.06**, provided that if EBITpS is at least **PLN 1 530.05** but less than PLN 1,700.06, rights may be exercised from 50% of the series T Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved EBITpS level according to the following formula, rounded to a whole number of Warrants:



$$X = 50 + 50 \times (\text{EBITpS} - 1,530.05) / 170.01$$

where "X" means the percentage of series T Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that X may not exceed 100%.

7. Series U Warrants shall entitle their holders to subscribe for Shares upon achievement of a PBTpS value for the entire Performance Period III of at least **PLN 1,585.50**, provided that if PBTpS is at least **PLN 1,426.95** but less than PLN 1,585.50, rights may be exercised from 50% of the series U Warrants granted to a given Eligible Person, and such percentage shall increase proportionally to the achieved PBTpS level according to the following formula, rounded to a whole number of Warrants:

$$Y = 50 + 50 \times (\text{PBTpS} - 1,426.95) / 158.55$$

where "Y" means the percentage of series U Warrants subscribed for by a given Eligible Person from which rights to subscribe for Shares may be exercised, provided that Y may not exceed 100%.

§ 5.

Subscription for Shares and Issue Price

1. It is determined that the right to subscribe for Shares under the Warrants may be exercised only in the period from 1 January to 31 March:
 - a) in the case of series O and P Warrants – in 2030;
 - b) in the case of series R and S Warrants – in 2031;
 - c) in the case of series T and U Warrants – in 2032.
2. Upon the ineffective expiry of the period for exercising the right to subscribe for Shares under a given Warrant, such Warrant shall expire in full.
3. The issue price of the Shares (the "Issue Price") shall be the arithmetic average of the closing prices of the Company's shares on the main market of the WSE over the **2-month** period preceding the date falling 2 business days before the date of adoption of this resolution, i.e. **PLN 4,120.05**, reduced by the total amount of dividends paid by the Company from the date of adoption of this resolution until the date of subscription for the Shares, calculated per one share of the Company.
4. Shares subscribed for by an Eligible Person in exercise of the rights attached to the Warrants shall be subject to a disposal restriction (lock-up) for a period of 12 (twelve) months from the date on which the General Meeting approves the Company's consolidated financial statements for the relevant financial year (the "**Lock-up Period**"), i.e.:
 - a) for Shares subscribed for upon exercise of Series O and P Warrants — for the financial year 2028,
 - b) for Shares subscribed for upon exercise of Series R and S Warrants — for the financial year 2029,
 - c) for Shares subscribed for upon exercise of Series T and U Warrants — for the financial year 2030.



During the Lock-up Period, an Eligible Person may not sell, encumber or otherwise dispose of the relevant Shares, subject to the transfer of Shares by inheritance.

§ 6.

Termination of Employment Relationship

1. For the purposes of the Scheme:
 - a) **“Bad Leaver”** means an Eligible Person whose Employment Relationship ceased or was terminated due to:
 - (i) a serious breach of duties arising from the Employment Relationship;
 - (ii) intentional action to the detriment of the Company or another entity from the Capital Group;
 - (iii) the occurrence of circumstances justifying termination of the Employment Relationship without notice due to the fault of the Eligible Person;
 - (iv) intentional breach of a non-compete obligation;
 - (v) intentional breach of confidentiality or business secrecy obligations;
 - b) **“Good Leaver”** means an Eligible Person whose Employment Relationship ceased or was terminated for reasons other than those constituting a Bad Leaver event expressly specified in section 1(a) above, including in particular as a result of:
 - (i) death;
 - (ii) permanent incapacity for work;
 - (iii) retirement;
 - (iv) termination of the Employment Relationship for reasons not attributable to the Eligible Person;
 - (v) reorganization within the Capital Group;
 - (vi) resignation by the Eligible Person.
2. If the Employment Relationship of an Eligible Person ceases before the date of exercise of rights under the Warrants:
 - a) in the case of a Good Leaver event resulting from the resignation submitted by the Eligible Person, the Eligible Person shall retain the right to subscribe for Shares only under such number of Warrants held by them as corresponds to the proportion of the number of full calendar years completed within the relevant three-year Performance Period before the date of termination of the Employment Relationship to the three years of such Performance Period, i.e.:
 - (i) 2026–2028 – for series O and P Warrants;
 - (ii) 2027–2029 – for series R and S Warrants;
 - (iii) 2028–2030 – for series T and U Warrants;whereas the right to subscribe for Shares under the remaining Warrants shall expire in full;



- b) in the case of any other Good Leaver event, the Eligible Person shall retain the right to subscribe for Shares under the Warrants held by them in a number determined proportionally to the period during which the Eligible Person remained in the Employment Relationship within the relevant Performance Period, i.e.:
 - (i) 2026–2028 – for series O and P Warrants;
 - (ii) 2027–2029 – for series R and S Warrants;
 - (iii) 2028–2030 – for series T and U Warrants;whereas the right to subscribe for Shares under the remaining Warrants shall expire in full;
 - c) in the case of a Bad Leaver event, the Eligible Person shall forfeit all rights to subscribe for Shares under all Warrants.
3. For the purposes of the Scheme:
- a) a change of function, scope of responsibilities, promotion or transfer of an Eligible Person within the Capital Group shall not in itself constitute grounds for the loss of rights under the Warrants held by such Eligible Person;
 - b) a change in the legal basis for the provision of work or services by an Eligible Person, including the change from one Employment Relationship to another Employment Relationship with the same or another entity within the Capital Group, shall not constitute termination of the Employment Relationship;
 - c) termination of the Employment Relationship shall occur exclusively upon the definitive termination of all legal relationships constituting an Employment Relationship between the Eligible Person and the Company or other entities within the Capital Group.

**§ 7.
Entry into force**

This resolution shall enter into force upon its adoption.



For item 8 of the agenda:

The Company's Supervisory Board issued a positive opinion on the draft of this Resolution, pursuant to Supervisory Board Resolution No. 2026/6/24/3 dated 24 June 2026, in accordance with Principle 4.7 of the "Best Practice for GPW Listed Companies 2021".

**Resolution No. [●]/[●] 2026
of the Extraordinary General Meeting of
BENEFIT SYSTEMS SPÓŁKA AKCYJNA
with its registered office in Warsaw
dated 21 July 2026**

on the issue of series O, P, R, S, T and U subscription warrants, conditional share capital increase by way of issue of series I shares, exclusion of the existing shareholders' pre-emptive rights to subscription warrants and series I shares, and amendment to the Company's Statutes

Pursuant to Articles 430, 448–453 and Article 433 § 2 of the Act of 15 September 2000 – Commercial Companies Code (the "CCC"), in connection with resolution No. 23/10.06.2026 dated 10 June 2026 of the Ordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw (the "Company") on the establishment of an incentive scheme in the Company for 2026–2028 (the "Incentive Scheme" or the "Scheme") (the "Scheme Resolution"),

it is resolved as follows:

I. Issue of subscription warrants for the purpose of granting rights to subscribe for series I shares

§ 1.

1. Subject to the registration of the amendments to § 6 of the Company's Statutes in the wording set out in § 9 of this resolution, the issue is approved of:
 - a) up to **12,500** series O subscription warrants;
 - b) up to **12,500** series P subscription warrants;
 - c) up to **12,500** series R subscription warrants;
 - d) up to **12,500** series S subscription warrants;
 - e) up to **12,500** series T subscription warrants;
 - f) up to **12,500** series U subscription warrants,registered, with the right to subscribe for series I shares of the Company (the "Shares"), excluding the pre-emptive rights of the Company's shareholders (the "Warrants").
2. The right to subscribe for the Warrants shall vest in persons who are members of the Management Board and senior and middle management of the Company's capital group (the



“**Capital Group**”), as specified in resolutions of the supervisory board (the “**Supervisory Board**”) and the management board of the Company (the “**Management Board**”), in accordance with the Scheme Resolution and the rules of the Scheme (the “**Rules**”) (jointly, the “**Eligible Persons**”).

3. Each Warrant shall entitle its holder to subscribe for 1 Share on the terms set out in this resolution and in the Scheme Resolution.
4. The Warrants shall be issued free of charge.
5. The Warrants shall be non-transferable but shall be inheritable.
6. The rights attached to the Warrants shall arise upon their subscription by the Eligible Persons.
7. Subscription for the Warrants by the Eligible Persons shall be possible within the time limits resulting from the Scheme Resolution.
8. Rights attached to Warrants in respect of which the right to subscribe for Shares is not exercised within the time limits specified in accordance with the Scheme Resolution shall expire in full.
9. The Warrants shall be dematerialized securities in accordance with the provisions of law in force at the time of their subscription.

§ 2.

The existing shareholders of the Company are deprived of the pre-emptive right to the Warrants in full. In the opinion of the shareholders, the exclusion of the pre-emptive right with respect to the Warrants is economically justified and is in the best interest of the Company and its shareholders, as substantiated by the opinion of the Management Board attached as an **Appendix** to this resolution (the “**Management Board Opinion**”).

II. Conditional Share Capital Increase and Amendment to the Company’s Statutes

§ 3.

Pursuant to Article 448 of the CCC, the share capital of the Company is conditionally increased by an amount not exceeding **PLN 75,000** through the issue of **75,000** ordinary bearer series I shares with a nominal value of PLN **1.00** each.

§ 4.

The purpose of the conditional share capital increase of the Company is to grant rights to subscribe for Shares to holders of Warrants issued for the purpose of implementing the Incentive Scheme pursuant to § 1–§ 2 of this resolution, upon the exercise of rights attached to such Warrants.

§ 5.

The existing shareholders are deprived of the pre-emptive right to the Shares in full. In the opinion of the shareholders, the exclusion of the pre-emptive right with respect to the Shares is economically justified and is in the best interest of the Company and its shareholders, as set out in detail in the Management Board Opinion.



§ 6.

1. The right to subscribe for the Shares shall vest exclusively in holders of Warrants exercising the rights attached to such Warrants.
2. The Shares shall be subscribed for exclusively against cash contributions.
3. The Shares shall be subscribed for at an issue price equal to the arithmetic average of the closing prices of the Company's shares on the main market of the WSE over the **2-month** period preceding the date falling 2 business days before the date of adoption of the Scheme Resolution, i.e. **PLN 4,120.05**, reduced by the total amount of dividends paid by the Company from the date of adoption of the Scheme Resolution until the date of subscription for the Shares, calculated per one share of the Company.
4. The Shares shall be subscribed for by holders of the Warrants as follows:
 - a) up to **12,500** Shares – to holders of series O Warrants;
 - b) up to **12,500** Shares – to holders of series P Warrants;
 - c) up to **12,500** Shares – to holders of series R Warrants;
 - d) up to **12,500** Shares – to holders of series S Warrants;
 - e) up to **12,500** Shares – to holders of series T Warrants;
 - f) up to **12,500** Shares – to holders of series U Warrants.
5. The deadline for exercising the rights to subscribe for Shares by the holders of Warrants shall be specified in the Scheme Resolution. Upon the ineffective expiry of the relevant period, the right to subscribe for series I shares shall expire.
6. Each Warrant shall entitle its holder to subscribe for 1 Share.
7. The Company shall prepare an appropriate document containing information on the number and nature of the securities and the reasons for and details of the offer, if at the time of offering the series I shares to eligible persons such obligation applies to the Company, in particular pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

§ 7.

1. The Shares shall participate in dividend for a given financial year on the following terms:
 - a) if series I shares are issued to an Eligible Person in the period from the beginning of the financial year up to and including the dividend record date referred to in Article 348 § 2 of the CCC, such shares shall participate in profit from the first day of the financial year immediately preceding the year in which they were issued;
 - b) if series I shares are issued to an Eligible Person in the period after the dividend record date referred to in Article 348 § 2 of the CCC until the end of the financial year, such shares shall participate in profit from the first day of the financial year in which they were issued.



2. Given that the Shares will be dematerialized, "issue of shares" referred to in section 1 shall mean the recording of the Shares in the securities account of the shareholder.

§ 8.

1. The Shares shall be subject to dematerialisation within the meaning of the applicable provisions of law, in particular the Act on Trading in Financial Instruments. The Management Board of the Company is authorised to take all actions necessary for the dematerialisation of the Shares, in particular to enter into an agreement with the Central Securities Depository of Poland S.A. for the registration of the Shares in the securities depository.
2. It is resolved to apply for the admission and introduction of the Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.
3. The Management Board is authorized to:
 - a) perform all factual and legal actions related to the admission and introduction of the Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.;
 - b) perform all factual and legal actions, including entering into an appropriate agreement with the Central Securities Depository of Poland S.A. (Krajowy Depozyt Papierów Wartościowych S.A.), for the purpose of registering the Warrants and the Shares in accounts maintained by the Central Securities Depository of Poland S.A., as well as performing other obligations arising from generally applicable laws concerning the mandatory dematerialization of securities connected with the issue of the Warrants and the Shares.

§ 9.

The General Meeting resolves that § 6 sections 3–5 of the Company's Statutes shall receive the following new wording:

- "3. *The conditional share capital of the Company amounts to PLN **112,500.00** and is divided into:*
 - a) *37,500 ordinary bearer series G shares with a nominal value of PLN 1.00 each;*
 - b) ***75,000** ordinary bearer series I shares with a nominal value of PLN 1.00 each.*
4. *The purpose of the conditional share capital increase is:*
 - a) *to grant the right to subscribe for series G shares to holders of subscription warrants issued by the Company pursuant to resolution No. 4/03.02.2021 of the Extraordinary General Meeting dated 3 February 2021;*
 - b) *to grant the right to subscribe for series I shares to holders of series O, P, R, S, T and U subscription warrants issued by the Company pursuant to resolution No. [•] of the Extraordinary General Meeting dated 21 July 2026.*
5. *The right to subscribe for shares:*
 - a) *series G under the conditional share capital increase referred to in section 4(a) may be exercised by holders of:*



- (i) series K2 subscription warrants until 31 December 2026 if the participation criteria set out in § 4 section 2(b) of resolution No. 4/03.02.2021 of the Extraordinary General Meeting dated 3 February 2021 are met;*
- (ii) series N subscription warrants until 31 December 2026;*
- b) series I under the conditional share capital increase referred to in section 4(b) may be exercised by holders of:*
 - (i) series O and P subscription warrants from 1 January 2030 to 31 March 2030;*
 - (ii) series R and S subscription warrants from 1 January 2031 to 31 March 2031;*
 - (iii) series T and U subscription warrants from 1 January 2032 to 31 March 2032.”*

§ 10.

1. This resolution shall enter into force upon its adoption, provided that the amendment to the Statutes and the conditional share capital increase shall become effective upon the registration of the amendment to the Statutes in the register of entrepreneurs of the National Court Register.
2. The Supervisory Board is authorized to prepare the consolidated text of the Company's Statute, taking into account the amendments introduced in § 9 of this resolution.



Appendix to draft resolution of the Extraordinary General Meeting of Benefit Systems S.A. with its registered office in Warsaw convened for 21 July 2026 on the issue of series O, P, R, S, T and U subscription warrants, conditional share capital increase by way of issue of series I shares, exclusion of the existing shareholders' pre-emptive rights to subscription warrants and series I shares, and amendment to the Company's Statutes

MANAGEMENT BOARD OPINION OF BENEFIT SYSTEMS SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN WARSAW

dated ____ 2026

justifying the exclusion of the existing shareholders' pre-emptive rights to series O, P, R, S, T and U subscription warrants and to series I shares, as well as the proposed method for determining the issue price

The Management Board of Benefit Systems S.A. with its registered office in Warsaw (the "**Company**" and the "**Management Board**"), acting pursuant to Article 433 § 2 of the Act of 15 September 2000 – Commercial Companies Code (the "**CCC**"), hereby presents this opinion in connection with the planned adoption by the Extraordinary General Meeting of a resolution on the issue of series O, P, R, S, T and U subscription warrants, conditional share capital increase by way of the issue of series I shares, exclusion of the existing shareholders' pre-emptive rights to subscription warrants and series I shares, and amendment to the Company's Statutes (the "**Issue Resolution**").

JUSTIFICATION

The conditional share capital increase is effected to grant holders of Series O, P, R, S, T and U subscription warrants (the "**Warrants**") the right to subscribe for Series I shares of the Company (the "**Series I Shares**"). The Warrants will be issued in order to implement the incentive scheme for 2026–2028 (the "**Incentive Scheme**" or the "**Scheme**") established by the Ordinary General Meeting of the Company (the "**General Meeting**") pursuant to Resolution No. 23/10.06.2026 dated 10 June 2026 on the establishment of the incentive scheme for 2026–2028 (the "**Scheme Resolution**").

The Scheme Resolution was adopted by the General Meeting in a wording reflecting the proposals submitted by the Company's shareholders, concerning in particular the number of subscription warrants and the performance targets. The adoption of the Scheme Resolution reflects the shareholders' intention to implement the Incentive Scheme on the terms set out in that resolution. The Issue Resolution is ancillary to the Scheme Resolution and is necessary for the implementation of the Incentive Scheme adopted by the General Meeting.

Consequently, the Management Board is of the view that the issue of the Warrants, the conditional share capital increase and the related exclusion of pre-emptive rights are consistent both with the interest of the Company and with the interest of its shareholders as expressed in the Scheme Resolution. In the opinion of the Management Board, the exclusion in full of the pre-emptive rights of all existing shareholders of the Company with respect to all Warrants and Series I Shares is in the interest of the Company and serves the implementation of its long-term strategic objectives.

The main purpose of the Incentive Scheme is to establish long-term incentive mechanisms for key persons within the Company's capital group, supporting the achievement of strategic business



objectives, the improvement of the operational efficiency of the Company's capital group and the growth of the Company's value. The solutions adopted by the General Meeting ensure an appropriate balance between the incentive function of the Scheme and the protection of shareholders' interests by limiting potential capital dilution and linking the benefits of the Scheme participants to the long-term growth of the Company's value. The exclusion of the existing shareholders' pre-emptive rights to the Warrants and the Series I Shares is a necessary element of the implementation of the Incentive Scheme. At the same time, it does not result in an unjustified infringement of shareholders' rights, as it serves the implementation of a scheme approved by the General Meeting.

The Warrants will be issued free of charge, in accordance with the assumptions of the Incentive Scheme adopted by the General Meeting. Pursuant to the Scheme Resolution, the issue price of one Series I Share subscribed for upon exercise of the Warrants has been determined as the arithmetic average of the closing prices of the Company's shares on the main market of the Warsaw Stock Exchange over the period of 2 months preceding the date falling 2 business days before the date of adoption of the Scheme Resolution, i.e. PLN 4,120.05, reduced by the aggregate amount of dividends paid by the Company from the date of adoption of the Scheme Resolution until the date of subscription for the Series I Shares, per one share of the Company.

In the opinion of the Management Board, the method for determining the issue price adopted in the Scheme Resolution ensures that the subscription price of the Series I Shares is linked to the market valuation of the Company's shares, while preserving the incentive nature of the Incentive Scheme. The reduction of the issue price by the amount of dividends paid after the date of adoption of the Scheme Resolution is intended to preserve the economic neutrality of the Scheme in relation to the Company's dividend policy and to maintain the comparability of the economic value of the instruments granted. In the Management Board's assessment, the adopted mechanism for determining the issue price ensures an appropriate balance between the interests of the participants in the Incentive Scheme and the interests of the Company's other shareholders.

In view of the above circumstances, the Management Board is of the opinion that the exclusion of pre-emptive rights to the Warrants and the Series I Shares is in the interest of the Company and its shareholders, and that the adoption of the Issue Resolution is necessary to implement the Incentive Scheme established by the Scheme Resolution. Accordingly, the Management Board recommends that the General Meeting adopt the Issue Resolution in a wording consistent with the terms of the Incentive Scheme adopted by the Scheme Resolution.