



## **Announcement on convening the Extraordinary General Meeting of Benefit Systems S.A.**

### **I. Date, time and venue of the general meeting and detailed agenda**

The Management Board of Benefit Systems Spółka Akcyjna with its registered office in Warsaw (address: plac Europejski 2, 00-844 Warsaw), entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under KRS number: 0000370919, tax identification number (NIP): 8361676510, share capital: PLN 3,301,042.00, fully paid up (the "**Company**"), acting pursuant to Articles 398, 399 § 1, 402<sup>1</sup> and 402<sup>2</sup> of the Act of 15 September 2000 – the Commercial Companies Code (the "**CCC**"), hereby convenes the Extraordinary General Meeting of the Company for 21 July 2026 at 11:00 a.m. (the "**Extraordinary General Meeting**" or the "**General Meeting**").

The Extraordinary General Meeting will be held at the Company's registered office in Warsaw, in the office building located at plac Europejski 2, 11th floor, with the following agenda:

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.

### **II. Description of procedures concerning participation in the General Meeting and the exercise of voting rights**

#### ***Shareholders' right to request inclusion of certain matters on the agenda of the Extraordinary General Meeting***

A shareholder or shareholders representing at least 1/20 of the Company's share capital may request that certain matters be included in the agenda of the General Meeting. Such request should include a justification or a draft resolution concerning the proposed agenda item and should be submitted to the Management Board in writing or electronically to the following e-mail address: wz@benefitsystems.pl no later than 21 days before the scheduled date of the General Meeting, i.e. no later than 30 June 2026.

Furthermore, taking into account Principle 4.6 sentence 2 of the Best Practice for GPW Listed Companies 2021, the Management Board will request the shareholder or shareholders referred to



above to provide justification for the proposed resolution if such justification has not previously been submitted together with the request.

Shareholders submitting the above request to the Management Board should properly document their entitlement to exercise this right, in particular the fact of representing the required amount of the Company's share capital. The Management Board is obliged to immediately, but no later than 18 days before the scheduled date of the General Meeting, announce changes to the agenda introduced at the request of shareholders. The announcement shall be made in the manner applicable to convening the General Meeting.

#### ***Shareholders' right to submit draft resolutions***

A shareholder or shareholders representing at least 1/20 of the Company's share capital may, prior to the date of the General Meeting, submit to the Company in writing or electronically to the following e-mail address: wz@benefitsystems.pl draft resolutions concerning matters included in the agenda of the General Meeting or matters to be included in the agenda. Shareholders making such submission should properly document their entitlement to exercise this right, in particular the fact of representing the required amount of the Company's share capital.

Each shareholder may, during the General Meeting, submit draft resolutions and ask questions regarding matters included in the agenda.

Taking into account Principles 4.6 sentence 2 and 4.8 of the Best Practice for GPW Listed Companies 2021, the Management Board requests shareholders to submit draft resolutions no later than 3 days prior to the General Meeting and to provide such drafts together with justification in order to facilitate informed voting by shareholders participating in the General Meeting.

#### ***Verification of identity and entitlement of shareholders requesting inclusion of matters on the agenda or submitting draft resolutions***

A shareholder or shareholders requesting inclusion of certain matters on the agenda or submitting draft resolutions should submit, together with such request or submission, documents confirming their entitlement to request inclusion of certain matters on the agenda or to submit draft resolutions, in particular a deposit certificate issued by the entity maintaining the securities account pursuant to regulations governing trading in financial instruments, confirming that its holder is a shareholder of the Company and holds the appropriate number of shares as of the date of submission of the request, or a certificate confirming the right to participate in the General Meeting referred to in Article 406<sup>3</sup> §1 of the CCC.

In the case of a shareholder other than a natural person, the person requesting inclusion of certain matters on the agenda or submitting draft resolutions should additionally provide a current excerpt from the relevant register or other documents confirming authorization to represent the shareholder. The obligation to attach the above documents applies both to requests submitted in writing and electronically. Documents should be attached in a form appropriate for the relevant submission method (original document, copy or PDF scan). If a proxy acting on behalf of a shareholder or shareholders submits a request for inclusion of certain matters on the agenda or submits a draft resolution, the proxy should also provide documents confirming his/her authorization to act on behalf of the shareholder(s).

The Company may undertake necessary actions aimed at identifying the shareholder(s) and verifying the entitlement of the shareholder(s) to request inclusion of certain matters on the agenda or to submit draft resolutions.

#### ***Method of exercising voting rights by proxy***

Shareholders may participate in the General Meeting either in person or through proxies.

A power of attorney to participate in the General Meeting and exercise voting rights should be granted in writing or electronically. A power of attorney granted electronically should be sent to



the following e-mail address: [wz@benefitsystems.pl](mailto:wz@benefitsystems.pl) no later than 8:00 a.m. on the date of the General Meeting. A power of attorney granted electronically does not require a qualified electronic signature verified by a valid qualified certificate.

As of the date of publication of this notice on the Company's website at [www.benefitsystems.pl](http://www.benefitsystems.pl) under the tab "For Investors / Corporate Governance / General Meeting", downloadable forms containing templates of powers of attorney and voting instruction forms for proxies have been made available. The Company does not require the use of the above forms. If voting instructions are provided to the proxy, the Company will not verify whether the proxy exercises voting rights in accordance with the instructions received from the principal.

A power of attorney granted by a shareholder who is a natural person should contain data enabling identification of the shareholder and proxy, including: name and surname, residential or e-mail address, PESEL number (if applicable) or identity document details of the shareholder. In the case of a shareholder other than a natural person, the person submitting information about granting a power of attorney should additionally provide a copy of an excerpt from the relevant register or another document confirming authorization of the natural person(s) to represent the shareholder. The information on granting the power of attorney should also specify its scope, including the number of shares from which voting rights will be exercised and the date and identification of the General Meeting at which such rights will be exercised.

The Company reserves the right to undertake appropriate actions aimed at identifying the shareholder and proxy in order to verify the validity of a power of attorney granted electronically, provided such actions are proportionate to the purpose. Such verification may in particular consist of requesting additional documents, electronic or telephone inquiries, or communication through remote communication means directed to the shareholder or proxy in order to confirm the granting and scope of the power of attorney. The Company reserves that failure to respond to questions asked during verification may be treated as inability to verify the granting of the power of attorney and may constitute grounds for refusal to admit the proxy to participation in the General Meeting.

For the purpose of identifying the proxy, the Management Board reserves the right to request that the proxy present, when signing the attendance list:

- 1) in the case of a proxy who is a natural person – the original identity document of the proxy; or
- 2) in the case of a proxy who is not a natural person – the original or certified copy of an excerpt from the relevant register or another document confirming authorization of the natural person(s) to represent the proxy at the General Meeting (e.g. uninterrupted chain of powers of attorney), together with the identity document of such natural person(s).

If the proxy at the General Meeting is a member of the Management Board, member of the Supervisory Board, liquidator, employee of the Company, or member of the governing body or employee of a subsidiary of the Company, the power of attorney may authorize representation at only one General Meeting. Such proxy is obliged to disclose to the shareholder any circumstances indicating the existence or possibility of a conflict of interest. Granting further powers of attorney is excluded. Such proxy votes in accordance with the instructions provided by the shareholder.

Registration of shareholders will commence half an hour prior to the beginning of the General Meeting.

***Possibility and manner of participation in the General Meeting and speaking during the General Meeting using electronic communication means***

There will be no possibility to participate in or speak during the convened General Meeting using electronic communication means.

***Method of exercising voting rights by correspondence or using electronic communication means***

The Company does not provide for the possibility of exercising voting rights by correspondence or using electronic communication means.



### ***Shareholders' right to ask questions***

Shareholders participating in the General Meeting have the right to ask questions concerning matters included in the agenda of the General Meeting within the scope regulated by Article 428 of the CCC.

### **III. Record Date for Participation in the General Meeting**

The record date for participation in the Extraordinary General Meeting falls on 5 July 2026.

### **IV. Right to Participate in the General Meeting**

Only persons who are shareholders on the record date for participation in the General Meeting, i.e. 16 days before the date of the General Meeting, shall have the right to participate in the General Meeting.

In order to participate in the General Meeting, appropriate registration must be made through the entity maintaining the securities account. Specifically, upon the request of a holder of dematerialized bearer shares of the Company submitted not earlier than after publication of the notice convening the General Meeting and not later than on the first business day following the record date for participation in the General Meeting (i.e. on 6 July 2026), the entity maintaining the securities account shall issue a registered certificate confirming the right to participate in the General Meeting. Upon request of the entitled person, the certificate should specify all or part of the Company's shares registered in his/her securities account.

The Company shall establish the list of shareholders entitled to participate in the General Meeting on the basis of a list provided by the National Depository for Securities and prepared on the basis of certificates confirming the right to participate in the General Meeting issued by entities maintaining securities accounts.

A person entitled to participate in the General Meeting may obtain the full text of the documentation to be presented to the General Meeting and draft resolutions at the office of the Management Board of the Company in Warsaw at plac Europejski 2, between 9:00 a.m. and 5:00 p.m., where the list of shareholders entitled to participate in the General Meeting will also be available (during three business days prior to the General Meeting). A shareholder may request that the list of shareholders entitled to participate in the General Meeting be sent to him/her free of charge by electronic mail, indicating the address to which the list should be sent. Such request should be delivered to: [wz@benefitsystems.pl](mailto:wz@benefitsystems.pl) in PDF format. Copies confirming shareholder status or authorization to act on behalf of the shareholder should be attached to the request.

### **V. Method of Access to Documentation and Website Address**

All information and documents relating to the General Meeting, including draft resolutions and appendices thereto, shall be available from the date of publication of the notice convening the Extraordinary General Meeting on the Company's website at:

<https://corp.benefitsystems.pl/en/for-investors/corporate-governance/general-meeting-of-shareholders/>

### **VI. Live Broadcast of the Meeting**

The General Meeting will be broadcast live. The broadcast will commence at 11:00 a.m. and will be available at:

<https://corp.benefitsystems.pl/en/for-investors/corporate-governance/general-meeting-of-shareholders/>



## **VII. Amendments to the Statutes of the Company**

As the agenda of the Extraordinary General Meeting includes a resolution regarding amendments to the Statutes of the Company, pursuant to Article 402 § 2 of the Commercial Companies Code and in view of the significant scope of the intended amendments, together with this notice the Management Board provides the draft amended wording of the Statutes of the Company together with a list of new and amended provisions.

The proposed amendments concern provisions from § 1 to § 6 section 1 and from § 7 to § 32 of the current Statutes of the Company. In their amended wording, they will constitute provisions from § 1 to § 6 section 1 and from § 7 to § 27 of the draft amended Statutes of the Company.