



**FORM TO EXERCISE VOTING RIGHT BY A PROXY AT THE EXTRAORDINARY GENERAL
MEETING OF BENEFIT SYSTEMS S.A. CONVENED FOR 21 JULY 2026**

This form does not replace the power of attorney granted to the proxy by the shareholder.

The form has been prepared pursuant to Article 402³ § 1 item 5 and § 3 of the Commercial Companies Code for the purpose of enabling the casting of votes by a proxy at the Annual General Meeting of Benefit Systems Spółka Akcyjna with its registered office in Warsaw, convened for 21 July 2026 at 11:00 a.m.

The use of this form is not mandatory – it depends solely on the shareholder’s decision and is not a condition for the casting of a vote by the proxy. The form contains, in particular, instructions regarding the exercise of voting rights by the proxy.

The Company is not obliged to verify the conformity of the manner in which the proxy exercises the voting rights with the instructions provided by the shareholder.

This form enables:

- a) in Part I, the identification of the shareholder casting the vote and of the proxy,
- b) in Part II, the casting of the vote, the lodging of objections, and the inclusion of instructions concerning the manner of voting with respect to each resolution on which the proxy is to vote.

If the shareholder decides to vote differently with respect to the shares held, it is recommended that the shareholder indicate, in the Voting Instructions, the number of shares for which the proxy is to vote “in favour”, “against”, or “abstaining”. If the number of shares is not indicated, it is deemed that the proxy is authorized to vote in the indicated manner with all shares held by the shareholder.

PART I.

Identification of the shareholder and the proxy

THE PROXY:

Proxy full name / represented company

Address / company seat, telephone number, e-mail

PESEL / Identification Card Number



THE SHAREHOLDER:

Full name / represented company

Address / company seat, telephone number, e-mail

PESEL / identification card number / company number in the applicable register

Number and type of shares from votes shall be casted

**PART II.****Extraordinary General Meeting draft resolutions**

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.

Instructions for the Proxy on how to vote on resolution:

Vote „for”

Vote „against”

Vote „abstaining”

Voting by means of ticking the appropriate checkbox with a cross („X”)

Raising an objection to resolution: YES/NO *)

(applicable only if a vote "against" is cast)*



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.

Instructions for the Proxy on how to vote on resolution:

Vote „for”

Vote „against”

Vote „abstaining”

Voting by means of ticking the appropriate checkbox with a cross („X”)

Raising an objection to resolution: YES/NO *)

(applicable only if a vote "against" is cast)*



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.



Instructions for the Proxy on how to vote on resolution:

Vote „for”

Vote „against”

Vote „abstaining”

Voting by means of ticking the appropriate checkbox with a cross („X”)

Raising an objection to resolution: YES/NO *)

(applicable only if a vote "against" is cast)*



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.



Instructions for the Proxy on how to vote on resolution:

Vote „for”

Vote „against”

Vote „abstaining”

Voting by means of ticking the appropriate checkbox with a cross („X”)

Raising an objection to resolution: YES/NO *)

(applicable only if a vote "against" is cast)*



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 1 Section of the Scheme Resolution shall be amended to read as follows:
"The right to subscribe for Shares upon exercise of the Warrants may be exercised exclusively during the period from 1 January to 31 July:
 - 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. § 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".



3. 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

Instructions for the Proxy on how to vote on resolution:

Vote „for”

Vote „against”

Vote „abstaining”

Voting by means of ticking the appropriate checkbox with a cross („X”)

Raising an objection to resolution: YES/NO *)

(applicable only if a vote "against" is cast)*



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 July 2030;*
 - (ii) *series R and S subscription warrants from 1 January 2031 to 31 July 2031;*
 - (iii) *series T and U subscription warrants from 1 January 2032 to 31 July 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 Statutes, taking into account the amendments introduced in § 9 of this resolution.

Instructions for the Proxy on how to vote on resolution:

Vote „for”

Vote „against”

Vote „abstaining”

Voting by means of ticking the appropriate checkbox with a cross („X”)

Raising an objection to resolution: YES/NO *)

(applicable only if a vote "against" is cast)*