

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE BENEFIT SYSTEMS GROUP

FOR THE SIX MONTHS
ENDED JUNE 30TH 2024





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CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE BENEFIT SYSTEMS GROUP

1. CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| ASSETS | Note | 30 Jun 2024 (unaudited) | 31 Dec 2023 |
|--|-------|----------------------------|------------------|
| Goodwill | 6.5 | 627,036 | 573,267 |
| Intangible assets | 6.6.1 | 136,033 | 138,691 |
| Property, plant and equipment | 6.6.2 | 352,576 | 333,266 |
| Right-of-use assets | 6.7 | 1,088,971 | 1,010,323 |
| Investments in associates | | 3,404 | 3,097 |
| Trade and other receivables | | 54,260 | 11,303 |
| Loans and other non-current financial assets | | 8,842 | 6,848 |
| Deferred tax assets | | 30,165 | 21,844 |
| Non-current assets | | 2,301,287 | 2,098,639 |
| Inventories | | 9,562 | 8,226 |
| Trade and other receivables | | 217,004 | 256,403 |
| Current tax assets | | 123 | 10 |
| Loans and other current financial assets | | 3,647 | 3,141 |
| Cash and cash equivalents | 6.8 | 521,161 | 434,004 |
| Current assets | | 751,497 | 701,784 |
| Total current assets | | 751,497 | 701,784 |
| Total assets | | 3,052,784 | 2,800,423 |



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION – CONT.

| EQUITY AND LIABILITIES | Note | 30 Jun 2024 (unaudited) | 31 Dec 2023 |
|---|-------|----------------------------|------------------|
| <i>Equity attributable to owners of the parent:</i> | | | |
| Share capital | 6.9.1 | 2,958 | 2,934 |
| Treasury shares (-) | | - | - |
| Share premium | | 309,965 | 291,378 |
| Exchange differences on translation of foreign operations | | (5,417) | (6,199) |
| Retained earnings | | 562,435 | 708,645 |
| Equity attributable to owners of the parent | | 869,941 | 996,758 |
| Non-controlling interests | | 2,659 | 1,572 |
| Total equity | | 872,600 | 998,330 |
| | | | |
| Employee benefit provisions | 6.10 | 380 | 384 |
| Total long-term provisions | | 380 | 384 |
| Trade and other payables | | 7,996 | 4 |
| Deferred tax liability | | 1,900 | 1,815 |
| Other financial liabilities | 6.11 | 64,371 | 83,788 |
| Borrowings, other debt instruments | 6.12 | 33,912 | 41,866 |
| Lease liabilities | 6.7 | 914,449 | 861,990 |
| Non-current liabilities | | 1,023,008 | 989,847 |
| | | | |
| Employee benefit provisions | 6.10 | 6,988 | 3,302 |
| Other provisions | 6.19 | 10,767 | 10,767 |
| Total short-term provisions | | 17,755 | 14,069 |
| Trade and other payables | | 406,572 | 443,741 |
| Dividends payable | 6.17 | 399,369 | - |
| Current income tax liabilities | 6.15 | 52,814 | 90,900 |
| Other financial liabilities | 6.11 | 19,199 | 16,483 |
| Borrowings, other debt instruments | 6.12 | 18,734 | 18,663 |
| Lease liabilities | 6.7 | 219,107 | 200,487 |
| Contract liabilities | | 23,626 | 27,903 |
| Current liabilities | | 1,157,176 | 812,246 |
| Total current liabilities | | 1,157,176 | 812,246 |
| Total liabilities | | 2,180,184 | 1,802,093 |
| Total equity and liabilities | | 3,052,784 | 2,800,423 |



2. CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

| | Note | 1 Jan– 30 Jun 2024 (unaudited) | 1 Apr– 30 Jun 2024 (unaudited) | 1 Jan– 30 Jun 2023 (unaudited) | 1 Apr– 30 Jun 2023 (unaudited) |
|---|------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Continuing operations | | | | | |
| Revenue | 6.3 | 1,645,887 | 844,779 | 1,322,803 | 697,492 |
| Revenue from sales of services | | 1,623,601 | 833,839 | 1,304,058 | 688,230 |
| Revenue from sales of merchandise and materials | | 22,286 | 10,940 | 18,745 | 9,262 |
| Cost of sales | 6.3 | (1,087,937) | (525,130) | (939,703) | (460,093) |
| Cost of services sold | | (1,075,979) | (519,119) | (929,143) | (454,800) |
| Cost of merchandise and materials sold | | (11,958) | (6,011) | (10,560) | (5,293) |
| Gross profit | | 557,950 | 319,649 | 383,100 | 237,399 |
| Selling expenses | 6.3 | (95,910) | (49,946) | (80,079) | (40,133) |
| Administrative expenses | 6.3 | (178,186) | (108,265) | (91,607) | (53,038) |
| Other income | 6.13 | 6,085 | 2,134 | 2,947 | 1,472 |
| Other expenses | 6.13 | (9,791) | (6,458) | (5,425) | (2,498) |
| Operating profit | | 280,148 | 157,114 | 208,936 | 143,202 |
| Finance income | 6.14 | 9,593 | 3,356 | 31,385 | 25,235 |
| Finance costs | 6.14 | (24,029) | (12,201) | (19,638) | (9,883) |
| Loss allowances for financial assets | 6.14 | 136 | 54 | 2,588 | 131 |
| Share of profit of equity-accounted entities | | 307 | 112 | 363 | 215 |
| Profit before tax | | 266,155 | 148,435 | 223,634 | 158,900 |
| Income tax | 6.15 | (62,991) | (38,347) | (40,180) | (28,973) |
| Net profit from continuing operations | | 203,164 | 110,088 | 183,454 | 129,927 |
| Net profit | | 203,164 | 110,088 | 183,454 | 129,927 |
| Net profit attributable to: | | | | | |
| - owners of the parent | | 201,042 | 108,924 | 181,837 | 129,465 |
| - non-controlling interests | | 2,122 | 1,164 | 1,617 | 462 |

EARNINGS PER ORDINARY SHARE (PLN)

| | 1 Jan– 30 Jun 2024 (unaudited) | 1 Jan– 30 Jun 2023 (unaudited) |
|---|--------------------------------------|--------------------------------------|
| Earnings per share | | |
| Basic earnings per share from continuing operations | 68.03 | 61.99 |
| Basic earnings per share from discontinued operations | - | - |
| Earnings per share | 68.03 | 61.99 |
| Diluted earnings per share from continuing operations | 67.63 | 61.86 |
| Diluted earnings per share from discontinued operations | - | - |
| Diluted earnings per share | 67.63 | 61.86 |



3. CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

| | 1 Jan– 30 Jun 2024 (unaudited) | 1 Apr– 30 Jun 2024 (unaudited) | 1 Jan– 30 Jun 2023 (unaudited) | 1 Apr– 30 Jun 2023 (unaudited) |
|---|---|---|---|---|
| Net profit | 203,164 | 110,088 | 183,454 | 129,927 |
| Other comprehensive income | 896 | 519 | 5,194 | 5,916 |
| <i>Items not reclassified to profit or loss</i> | - | - | - | - |
| <i>Items reclassified to profit or loss</i> | 896 | 519 | 5,194 | 5,916 |
| Exchange differences on translation of foreign operations | 896 | 519 | 5,194 | 5,916 |
| Comprehensive income | 204,060 | 110,607 | 188,648 | 135,843 |
| Comprehensive income attributable to: | | | | |
| - owners of the parent | 201,824 | 109,419 | 186,716 | 135,064 |
| - non-controlling interests | 2,236 | 1,188 | 1,932 | 779 |



4. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | Note | Share capital | Treasury shares | Share premium | Exchange differences on translation of foreign operations | Retained earnings | Total | Non-controlling interests | Total equity |
|---|-------------|---------------|-----------------|----------------|---|-------------------|------------------|---------------------------|------------------|
| Balance as at 1 Jan 2024 | | 2,934 | - | 291,378 | (6,199) | 708,645 | 996,758 | 1,572 | 998,330 |
| Changes in equity in the period 1 Jan to 30 Jun 2024 (unaudited) | | | | | | | | | |
| Share issue in connection with exercise of options (Incentive Scheme) | 6.9.1 | 24 | - | 18,587 | - | - | 18,611 | - | 18,611 |
| Cost of equity-settled share-based payment plan | 6.9.2 | - | - | - | - | 52,921 | 52,921 | - | 52,921 |
| Increase in shares in subsidiary due to acquisition of non-controlling interest without change of control | 6.4.2, 6.11 | - | - | - | - | (7,065) | (7,065) | (65) | (7,130) |
| Valuation of put options attributable to minority shareholders | 6.11 | - | - | - | - | 6,261 | 6,261 | 124 | 6,385 |
| Dividends | 6.17 | - | - | - | - | (399,369) | (399,369) | (1,208) | (400,577) |
| Total transactions with owners | | 24 | - | 18,587 | - | (347,252) | (328,641) | (1,149) | (329,790) |
| Net profit for 1 Jan–30 Jun 2024 | | - | - | - | - | 201,042 | 201,042 | 2,122 | 203,164 |
| Exchange differences on translation of foreign operations | | - | - | - | 782 | - | 782 | 114 | 896 |
| Total comprehensive income | | - | - | - | 782 | 201,042 | 201,824 | 2,236 | 204,060 |
| Total changes | | 24 | - | 18,587 | 782 | (146,210) | (126,817) | 1,087 | (125,730) |
| Balance as at 30 Jun 2024 (unaudited) | | 2,958 | - | 309,965 | (5,417) | 562,435 | 869,941 | 2,659 | 872,600 |



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – CONT.

| | Note | Share capital | Treasury shares | Share premium | Exchange differences on translation of foreign operations | Retained earnings | Total | Non-controlling interests | Total equity |
|---|------|---------------|-----------------|----------------|---|-------------------|------------------|---------------------------|------------------|
| Balance as at 1 Jan 2023 | | 2,934 | - | 291,378 | (10,361) | 443,082 | 727,033 | (1,617) | 725,416 |
| Changes in equity in the period 1 Jan to 30 Jun 2023 (unaudited) | | | | | | | | | |
| Cost of equity-settled share-based payment plan | | - | - | - | - | 5,022 | 5,022 | - | 5,022 |
| Increase in shares in subsidiary due to acquisition of non-controlling interest without change of control | | - | - | - | - | 390 | 390 | (390) | - |
| Valuation of put options attributable to minority shareholders | | - | - | - | - | (30,562) | (30,562) | (880) | (31,442) |
| Dividends | | - | - | - | - | (120,770) | (120,770) | - | (120,770) |
| Total transactions with owners | | - | - | - | - | (145,920) | (145,920) | (1,270) | (147,190) |
| Net profit for 1 Jan–30 Jun 2023 | | - | - | - | - | 181,837 | 181,837 | 1,617 | 183,454 |
| Exchange differences on translation of foreign operations | | - | - | - | 4,879 | - | 4,879 | 315 | 5,194 |
| Total comprehensive income | | - | - | - | 4,879 | 181,837 | 186,716 | 1,932 | 188,648 |
| Total changes | | - | - | - | 4,879 | 35,917 | 40,796 | 662 | 41,458 |
| Balance as at 30 Jun 2023 (unaudited) | | 2,934 | - | 291,378 | (5,482) | 478,999 | 767,829 | (955) | 766,874 |



5. CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

| | Note | 1 Jan– 30 Jun 2024 (unaudited) | 1 Jan– 30 Jun 2023 (unaudited) |
|---|----------------------|--------------------------------------|--------------------------------------|
| Cash flows from operating activities | | | |
| Profit before tax | | 266,155 | 223,634 |
| Adjustments: | | | |
| Depreciation and amortisation of non-current non-financial assets | 6.6, 6.7 | 167,113 | 135,788 |
| Measurement of fair value of other financial liabilities | | 277 | 920 |
| Change in impairment losses and write-off of assets | | 4,542 | (651) |
| Effect of lease modifications | 6.7.3 | (418) | (325) |
| (Gains)/losses on sale and value of liquidated non-current non-financial assets | | 988 | (378) |
| (Gains)/losses on disposal of financial assets | | - | (50) |
| Foreign exchange gains/(losses) | 6.14 | (919) | (26,936) |
| Interest expense | 6.14 | 22,524 | 17,955 |
| Interest income | 6.14 | (8,552) | (4,399) |
| Cost of share-based payments (Incentive Scheme) | 6.9.2 | 52,921 | 5,022 |
| Share of profit/(loss) of associates | | (307) | (363) |
| Change in inventories | | (1,085) | (1,980) |
| Change in receivables | | 26,713 | 49,031 |
| Change in liabilities | | (24,275) | (42,890) |
| Change in provisions | | 3,682 | 2,218 |
| Other adjustments | | 87 | (846) |
| Cash flows provided by/(used in) operating activities | | 509,446 | 355,750 |
| Income tax paid | | (108,345) | (12,037) |
| Net cash from operating activities | | 401,101 | 343,713 |
| Cash flows from investing activities | | | |
| Purchase of intangible assets | 6.6.1 | (25,023) | (16,137) |
| Purchase of property, plant and equipment | 6.6.2 | (61,796) | (39,206) |
| Proceeds from sale of property, plant and equipment | | - | 8,977 |
| Acquisition of subsidiaries | 6.4.1, 6.11, 6.24 | (98,320) | (54,178) |
| Proceeds from sale of associates | | - | 50 |
| Repayments of loans | | 3,577 | 1,919 |
| Loans | | (4,483) | (1,880) |
| Interest received | | 7,941 | 3,782 |
| Net cash from investing activities | | (178,104) | (96,673) |



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS – CONT.

| | Note | 1 Jan– 30 Jun 2024 (unaudited) | 1 Jan– 30 Jun 2023 (unaudited) |
|---|--------|--------------------------------------|--------------------------------------|
| <i>Cash flows from financing activities</i> | | | |
| Expenditure on transactions with non-controlling interests | 6.4.2. | (7,130) | - |
| Proceeds from borrowings | 6.12 | 700 | - |
| Repayment of borrowings | 6.12 | (9,492) | (14,835) |
| Payment of lease liabilities | 6.7 | (116,028) | (97,853) |
| Payments of interest | | (2,682) | (4,583) |
| Dividends paid | | (1,208) | (495) |
| Net cash from financing activities | | (135,840) | (117,766) |
| Net change in cash and cash equivalents before exchange differences | | 87,157 | 129,274 |
| Exchange differences | | - | - |
| Net change in cash and cash equivalents | | 87,157 | 129,274 |
| Cash and cash equivalents at beginning of period | | 434,004 | 218,327 |
| Cash and cash equivalents at end of period | | 521,161 | 347,601 |



6. NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

6.1. General information

About the Parent

The parent of the Benefit Systems Group (the “Group”) is Benefit Systems S.A. (the “Company”, or the “Parent”). Benefit Systems S.A. is the Group’s ultimate reporting entity.

The Parent was established through the transformation of a limited liability company into a joint-stock company. The transformation was effected pursuant to Resolution No. 2/2010 of the General Meeting of 3 November 2010 (entry in the National Court Register maintained by the District Court for the City of Warsaw, 12th Commercial Division, under No. KRS 0000370919, on 19 November 2010). The Parent’s Industry Identification Number (REGON) is 750721670. In the reporting period, the identification data of the reporting entity did not change. The shares of the Parent are listed on the Warsaw Stock Exchange.

The Parent’s registered office is located at Plac Europejski 2, 00-844 Warsaw, Poland. It is also the principal place of business of the Group. The Parent’s country of registration in the National Court Register is Poland.

Composition of the Management Board and Supervisory Board of the Parent

As at the authorisation of the consolidated financial statements for issue on 21 August 2024, the Management Board of the Parent was composed of:

- Marcin Fojudzki – Member of the Management Board
- Emilia Rogalewicz – Member of the Management Board.

As at the authorisation of the consolidated financial statements for issue on 21 August 2024, the Supervisory Board of the Parent was composed of:

- James van Bergh – Chair of the Supervisory Board
- Anieli Anna Hejnowska – Member of the Supervisory Board
- Julita Jabłkowska – Member of the Supervisory Board
- Krzysztof Kaczmarczyk – Member of the Supervisory Board
- Katarzyna Kazior – Member of the Supervisory Board
- Michael Sanderson – Member of the Supervisory Board.

In the period from 1 January to the authorisation of the consolidated financial statements for issue on 21 August 2024, the composition of the Management Board and the Supervisory Board changed as described below:

- On 27 May 2024, Wojciech Szwarc resigned as a Member of the Management Board, effective 28 May 2024, citing personal reasons for his resignation.
- On 25 June 2024, Artur Osuchowski resigned as a Member and Deputy Chair of the Parent’s Supervisory Board with immediate effect in connection with his appointment to the Management Board of Orlen S.A.
- On 7 August 2024, the Extraordinary General Meeting appointed Julita Jabłkowska to the Parent’s Supervisory Board for the term of office that commenced on 29 June 2023.

Business of the Group

The Benefit Systems Group specialises in providing non-pay benefit solutions in the realm of sports, recreation, and employee well-being. The main product offered by the Parent is the MultiSport card, which grants access to a network of sports facilities, including those owned by the Group companies. The fitness club networks owned by



the Group provide support and a competitive edge in the area of sport cards. The Group's business relies on synergies between the sale of sport cards and its fitness club infrastructure both in Poland and internationally. Apart from Poland, the Group operates in the Czech Republic, Slovakia, Bulgaria, Croatia, and Turkey.

The Group also offers the MyBenefit online cafeteria platform, which allows employees of business customers to choose from a variety of non-pay benefits approved by their employer. Moreover, the Group offers solutions in the realm of culture and entertainment, such as the Cinema Programme and MultiTeatr, primarily accessible through the cafeteria platform. The MyBenefit platform is also an important channel for distributing sport cards offered by the Group.

At the same time, new features are being developed within the MyBenefit platform, making it a comprehensive tool for managing employer-employee processes. MyBenefit enables companies to implement tools such as corporate intranets, employee benefit reports (Total Reward Statements), employee request systems with e-signature support, gamification and reward systems, as well as surveys and quizzes.

The Group is also developing MultiLife, an online accessible product focused on promoting employee well-being, particularly in the areas of mental health, personal development, healthy eating, and physical activity. MultiLife currently combines more than a dozen services such as psychologist's support, mindfulness course, consultations with dieticians and coaches, diet creator, yoga course, access to the Yes2Move online exercise platform, preventive medical examination package, e-books on Legimi, and Youniversity, a streaming learning service.

The Group's products and services are primarily used by company employees (users), who receive them from their employers (the Group's B2B customers) as non-pay benefits. Customers are also individuals buying a pass or paying for one-off visits to fitness clubs belonging to the Group (B2C customers).

The principal business of the Parent according to the Polish Classification of Activities (PKD) is: Operation of sports facilities (PKD 2007) 93.11.Z.

About the Group

These interim condensed consolidated financial statements include the Parent and the following subsidiaries:

| No. | Subsidiary | Principal place of business and country of registration | Group's ownership interest* | |
|-----|---|---|-----------------------------|-------------|
| | | | 30 Jun 2024 | 31 Dec 2023 |
| 1 | VanityStyle Sp. z o.o. | Warsaw, Poland | 100.00% | 100.00% |
| 2 | Lunching.pl Sp. z o.o. ¹⁾ | Kraków, Poland | 100.00% | 87.63% |
| 3 | Yes to Move Sp. z o.o. | Warsaw, Poland | 100.00% | 100.00% |
| 4 | Total Fitness Sp. z o.o. ²⁾ | Warsaw, Poland | - | 100.00% |
| 5 | FIT 1 Sp. z o.o. ³⁾ | Warsaw, Poland | - | 100.00% |
| 6 | FIT 2 Sp. z o.o. ³⁾ | Warsaw, Poland | - | 100.00% |
| 7 | Sport Operator Sp. z o.o. ³⁾ | Warsaw, Poland | - | 100.00% |
| 8 | FIT 3 Sp. z o.o. ³⁾ | Warsaw, Poland | - | 100.00% |
| 9 | Concept Self Investment Sp. z o.o. ³⁾ | Warsaw, Poland | - | 100.00% |
| 10 | FIT 4 Sp. z o.o. ³⁾ | Warsaw, Poland | - | 100.00% |
| 11 | Fit and More Sp. z o.o. ³⁾ | Warsaw, Poland | - | 100.00% |
| 12 | Saturn Fitness Group Sp. z o.o. ²⁾ | Warsaw, Poland | - | 100.00% |
| 13 | Manufaktura Zdrowia Sp. z o.o. ³⁾ | Zabierzów, Poland | - | 100.00% |
| 14 | Gravitan Warszawa Sp. z o.o. ⁴⁾ | Warsaw, Poland | - | 100.00% |
| 15 | Zdrowe Miejsce Sp. z o.o. | Warsaw, Poland | 80.00% | 80.00% |
| 16 | Investment Gear 9 Sp. z o.o. | Warsaw, Poland | 100.00% | 100.00% |
| 17 | Investment Gear 10 Sp. z o.o. | Warsaw, Poland | 100.00% | 100.00% |
| 18 | Active Sport i Rekreacja Sp. z o.o. ⁵⁾ | Zawiercie, Poland | 100.00% | 100.00% |



| | | | | |
|----|---|------------------------|---------|---------|
| 19 | Interfit Club 1.0 Sp. z o.o. | Gliwice, Poland | 75.00% | 75.00% |
| 20 | Interfit Club 4.0 Sp. z o.o. | Gliwice, Poland | 75.00% | 75.00% |
| 21 | Interfit Club 5.0 Sp. z o.o. | Gliwice, Poland | 75.00% | 75.00% |
| 22 | Interfit Consulting Sp. z o.o. Sp. k. | Gliwice, Poland | 75.00% | 75.00% |
| 23 | Good Luck Club GLC Sp. z o.o. ⁶⁾ | Warsaw, Poland | 100.00% | - |
| 24 | Benefit Systems International S.A. ⁷⁾ | Warsaw, Poland | 98.06% | 97.60% |
| 25 | BSI Investments Sp. z o.o. ⁷⁾ | Warsaw, Poland | 92.57% | 92.13% |
| 26 | Benefit Systems Bulgaria OOD ⁷⁾ | Sofia, Bulgaria | 94.14% | 93.70% |
| 27 | MultiSport Benefit S.R.O. ⁷⁾ | Prague, Czech Republic | 98.06% | 97.60% |
| 28 | Benefit Systems Slovakia S.R.O. ⁷⁾ | Bratislava, Slovakia | 96.10% | 95.65% |
| 29 | Benefit Systems D.O.O. ⁷⁾ | Zagreb, Croatia | 95.12% | 94.67% |
| 30 | Benefit Systems Spor Hizmetleri Ltd ⁷⁾ | Istanbul, Turkey | 92.57% | 92.13% |
| 31 | Benefit Systems, storitve, D.O.O. ⁷⁾ | Ljubljana, Slovenia | 93.16% | 92.72% |
| 32 | Fit Invest International Sp. z o.o. ⁷⁾ | Warsaw, Poland | 98.06% | 97.60% |
| 33 | FII Investments Sp. z o.o. ⁷⁾ | Warsaw, Poland | 98.06% | 97.60% |
| 34 | Next Level Fitness O.O.D. ⁷⁾ | Sofia, Bulgaria | 98.06% | 97.60% |
| 35 | Form Factory S.R.O. ⁷⁾ | Prague, Czech Republic | 98.99% | 98.75% |
| 36 | Form Factory Slovakia S.R.O. ⁷⁾ | Bratislava, Slovakia | 98.06% | 97.60% |
| 37 | Fit Invest D.O.O. ⁷⁾ | Zagreb, Croatia | 98.06% | 97.60% |
| 38 | H.O.L.S. D.O.O. ⁸⁾ | Zagreb, Croatia | 98.06% | - |
| 39 | Fit Invest Spor Hizmetleri Ltd ⁷⁾ | Istanbul, Turkey | 98.06% | 97.60% |
| 40 | MultiSport Foundation | Warsaw, Poland | 100.00% | 100.00% |
| 41 | MW Legal 24 Sp. z o.o. ⁹⁾ | Warsaw, Poland | 100.00% | 100.00% |

* The table presents the Group's indirect ownership interest in its subsidiaries.

1) On 29 November 2023, the Extraordinary General Meeting passed a resolution to increase the share capital of Lunching.pl Sp. z o.o., following which the Parent's interest in the company rose to 88.49%. This change was registered in the National Court Register on 16 April 2024. On 4 March 2024, the Parent acquired for PLN 4.1 million the residual shares in Lunching.pl Sp. z o.o., raising its equity interest in the company to 100%. Since the date of acquisition of 73.97% of Lunching.pl shares (13 April 2022), the company has been consolidated based on the assumption that the Group exercises full (100%) control in view of the options included in the share purchase agreement. On 19 April 2024, Benefit Systems S.A. signed agreements regarding its shareholding in Lunching.pl Sp. z o.o. (note 6.24).

2) The merger of Benefit Systems S.A. (as the acquirer) with Total Fitness Sp. z o.o. and Saturn Fitness Group Sp. z o.o. (as the acquirees) was registered on 10 May 2024.

3) The merger of Benefit Systems S.A. (as the acquirer) with FIT 1 Sp. z o.o., FIT 2 Sp. z o.o., FIT 3 Sp. z o.o., FIT 4 Sp. z o.o., Sport Operator Sp. z o.o., Concept Self Investment Sp. z o.o., Fit and More Sp. z o.o. and Manufaktura Zdrowia Sp. z o.o. (as the acquirees) was registered on 2 April 2024.

4) The merger of Benefit Systems S.A. (as the acquirer) with Gravitan Warszawa Sp. z o.o. (as the acquiree) was registered on 29 February 2024.

5) A plan of merger of Benefit Systems S.A. (as the acquirer) with Active Sport i Rekreacja Sp. z o.o. (as the acquiree) was agreed on 23 May 2024. The merger was registered on 8 July 2024.

6) On 29 April 2024, the Parent acquired 100% of shares in Good Luck Club GLC Sp. z o.o. (Note 6.4.1). A plan of merger of Benefit Systems S.A. (as the acquirer) with Good Luck Club GLC Sp. z o.o. (as the acquiree) was agreed on 14 August 2024.

7) On 12 January 2024, the Parent Benefit Systems S.A. acquired 0.46% of shares in subsidiary Benefit Systems International S.A. from minority shareholders for PLN 7.1 million. As Benefit Systems International S.A. holds equity interests in each company within the Foreign Markets segment, the acquisition by the Parent of shares in Benefit Systems International S.A. has had an effect on the Group's equity interests in the segment companies.

8) On 2 April 2024, Fit Invest D.O.O. completed the acquisition of 100% of shares in H.O.L.S. D.O.O. (Note 6.4.1)

9) The company is not consolidated as it does not conduct any business activity.

The Group's voting interests in its subsidiaries are equal to its equity interests in the subsidiaries. The Parent and the consolidated entities were incorporated for an indefinite period.

In the interim condensed consolidated financial statements prepared as at 30 June 2024, the interests in three associates were accounted for using the equity method.



| Associate | Principal place of business and country of registration | Equity interest as at 30 Jun 2024 | % of total voting rights as at 30 Jun 2024 | Carrying amount measured using equity method | |
|-------------------------------------|---|-----------------------------------|--|--|--------------|
| | | | | 30 Jun 2024 | 31 Dec 2023 |
| Instytut Rozwoju Fitness Sp. z o.o. | Warsaw, Poland | 48.10% | 48.10% | 3,404 | 3,097 |
| Calypso Fitness S.A. | Warsaw, Poland | 33.33% | 33.33% | - | - |
| Get Fit Katowice II Sp. z o.o. | Katowice, Poland | 20.00% | 20.00% | - | - |
| Total carrying amount | | | | 3,404 | 3,097 |

6.2. Basis of preparation and accounting policies

6.2.1. Basis of accounting

These interim condensed consolidated financial statements were authorised for issue by the Parent's Management Board on 21 August 2024.

These interim condensed consolidated financial statements of the Benefit Systems Group covers the six months ended 30 June 2024 and have been prepared in accordance with International Accounting Standard (IAS) 34 *Interim Financial Reporting*, as endorsed by the European Union, and the requirements laid down in the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated 29 March 2018 (consolidated text: Dz.U. of 2018, item 757).

These interim condensed consolidated financial statements have been prepared in a condensed form and do not contain all the information which is typically disclosed in full-year consolidated financial statements of the Group prepared in accordance with International Financial Reporting Standards (IFRS), as endorsed by the European Union. These interim condensed consolidated financial statements should be read in conjunction with the Group's full-year consolidated financial statements for 2023.

The functional currency of the Parent and the presentation currency of these interim condensed consolidated financial statements is the Polish zloty, and all amounts are expressed in thousands of Polish zloty (unless indicated otherwise). The currency of the primary economic environment in which the Parent operates (generates and expends cash) is the Polish zloty. For consolidation purposes, the financial statements of foreign operations are translated into the Polish currency in accordance with the accounting policies presented below.

Going concern assumption

These interim condensed consolidated financial statements have been prepared on the assumption that the Group companies will continue as going concerns in the foreseeable future, that is for at least 12 months from the reporting date. The going concern assumption is based on the Group's achieved business profitability, access to funds, and ability to meet its obligations.

The operating profit margin, calculated as operating profit to revenue, was 17.0% for the six months ended 30 June 2024 (compared with 15.8% for the same period in 2023). Net of the costs of the Incentive Scheme (note 6.9.2), the metric was 20.2% for the current period and 16.2% for the comparative period.

The composition of the consolidated statement of financial position indicates that total liabilities accounted for 71.4% of total assets as at 30 June 2024 (64.4% as at 31 December 2023). The year-on-year increase is primarily attributable to dividends payable, accounting for 13.1% of total liabilities. The ratio levels are primarily attributable to the nature of the fitness industry. The Group companies rent premises in which they operate their own fitness clubs. Leases in accordance with IFRS 16 *Leases* are recognised by the Group as non-current right-of-use assets and lease liabilities, measured at the present value of lease payments outstanding over the remaining lease term (from a few to several years). Given the scale of the Group's operations, lease liabilities accounted for 37.1% of total equity and liabilities as at 30 June 2024 (37.9% as at 31 December 2023).

As at 30 June 2024, the Group's current ratio, calculated as current assets to current liabilities, was 0.65 (0.86 as at 31 December 2023). Excluding the effect of lease contracts in accordance with IFRS 16, the ratio was 0.80, and excluding dividends payable, the ratio was 1.40 as at 30 June 2024. As at 30 June 2024, the Group held cash



exceeding dividends payable by PLN 121.8 million. The dividends will be paid in two equal instalments of PLN 199.7 million each, at the end of September and at the end of November 2024 (note 6.17). The Group continuously monitors liquidity risk related to the maturity of its liabilities. The liquidity risk and an analysis of the maturity of financial liabilities are disclosed in note 6.21.4 to these consolidated financial statements.

The Group generates positive net cash flows from operating activities, showing a rising trend. Net cash from operating activities in the six months ended 30 June 2024 was PLN 401.1 million (after payment by Benefit Systems S.A. of PLN 80.8 million in income tax liabilities for 2023 in April 2024), having increased 16.7%, from PLN 343.7 million in the same period of 2023.

In the opinion of the Management Board, the level of working capital, access to financing and the ability to generate positive cash flows from operations in accordance with the Group's approved budget for 2024 are sufficient for the Group to continue operations for at least 12 months from the reporting date. Moreover, in the Management Board's opinion, the effect of the potential expected use of provisions for legal risks (note 6.19) and the potential requirement to pay the contingent liabilities (note 6.19) do not have a material effect on the result of the going concern analysis.

In assessing whether its going concern assumption was reasonable, the Group also took into account available cash of PLN 521.2 million as at 30 June 2024 (note 6.8). As at 30 June 2024, the Group reported a negative net debt and had available undrawn credit facilities amounting to PLN 75.0 million, including PLN 45.0 million under an overdraft facility and PLN 30 million under a syndicated credit facility for general corporate purposes and the financing of working capital (note 6.21.4).

6.2.2. Accounting policies

These interim condensed consolidated financial statements have been prepared in accordance with the accounting policies presented in the most recent consolidated financial statements for the year ended 31 December 2023, and in accordance with the policies applied in the same interim period of the previous year.

These interim condensed consolidated financial statements have been prepared on a historical cost basis, except with respect to items measured at fair value.

6.2.3. New and amended standards applied by the Group as of 1 January 2024

Amended standards applied by the Group as of 1 January 2024:

- Amendments to IAS 1: *Presentation of Financial Statements* – Clarification of the Requirements for Classification of Liabilities as Current or Non-Current.
- Amendments to IFRS 16: *Leases* – Lease Liability in a Sale and Leaseback.
- Amendments to IAS 7 *Statement of Cash Flows* and IFRS 7 *Financial Instruments: Disclosure* – Supplier Finance Arrangements.

The amended standards and interpretations coming into effect for the first time in 2024 do not have a material effect on the Group's consolidated financial statements.

Since the date of issue of the consolidated financial statements for 2023, prepared in accordance with International Financial Reporting Standards as endorsed by the European Union, the following new standards and interpretations have been published:

- IFRS 18 *Presentation and Disclosure in Financial Statements* – introducing additional defined subtotals in the statement of profit or loss, management-defined performance measures, and new guidance on the principles of aggregation and disaggregation of information. IFRS 18 will replace IAS 1 *Presentation of Financial Statements* and is effective for annual periods beginning on or after 1 January 2027.
- IFRS 19 *Subsidiaries without Public Accountability: Disclosures*. The standard is effective for annual periods beginning on or after 1 January 2027.
- Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures* – amendments to the classification and measurement of financial instruments, effective for annual periods beginning on or after 1 January 2026.



As at the date of authorisation of these interim condensed consolidated financial statements for issue, these amendments had not yet been endorsed by the European Union.

6.2.4. Estimation uncertainty

When preparing these interim condensed consolidated financial statements, the Management Board of the Parent is guided by its judgement in making numerous estimates and assumptions that affect the accounting policies applied and the disclosed amounts of assets, liabilities, income and expenses. Actual amounts may differ from the estimates made by the Management Board of the Parent.

Estimates and assumptions which are material to the interim condensed consolidated financial statements are presented in the Group's full-year consolidated financial statements for 2023, and they pertain to items disclosed in the following notes to these interim condensed consolidated financial statements: 6.4.1 Acquisitions in the six months ended 30 June 2024, 6.5 Goodwill, 6.6 Intangible assets and property, plant and equipment, 6.7 Leases, 6.9.2 Share-based payment scheme, 6.11 Other financial liabilities, 6.19 Provisions and contingent liabilities, 6.20 Financial instruments, and 6.21.3 Credit risk.

6.2.5. Presentation adjustments and changes in accounting policies

No presentation adjustments, error corrections or changes in accounting policies were made by the Group in the reporting period.

6.3. Operating segments

The Group presents segment information in accordance with IFRS 8 *Operating Segments* for the current reporting period and the comparative period.

The Group presents results by segments reflecting its long-term investment strategy and the business management model, taking into account the nature of its business. The Group presents the following segments:

1. Poland;
2. Foreign Markets.

The Group generates income and expenses from the above business lines which are reviewed regularly and used to make decisions on resources allocated to each segment and to assess the segments' results.

The Group has separate financial information available for each of the segments.

The Group applies the same accounting policies for all operating segments. The Group accounts for intersegment transactions on an arm's-length basis.

The segment's performance is assessed based on operating profit or loss and EBITDA (which is not a standard measure) defined by the Group as operating profit before depreciation and amortisation. In addition, the Group allocates to the operating segments interest on lease liabilities and share in the results of equity-accounted companies whose business is similar to that of a given segment.

Operating segments include the following activities:

- The Poland segment comprises sales of sport cards, investing in and managing fitness clubs in Poland, and provision of non-pay incentive solutions through the cafeteria platform offering users a broad selection of products.
- The Foreign Markets segment comprises the Benefit Systems Group's sales of sport cards and management of fitness clubs outside Poland.
- The Corporate segment encompasses intersegment eliminations. Other income and expenses are related to support functions and other activities not allocated to the operating segments. These include subleasing of space, marketing activities, the operations of the MultiSport Foundation, and expenses related to the Incentive Scheme. Eliminations of assets and liabilities include primarily intersegment loans and trade receivables arising from intersegment transactions.



Revenue disclosed in the interim condensed consolidated statement of profit or loss does not differ from revenue presented by the operating segments, except for revenue not allocated to any of the segments and consolidation eliminations on intersegment transactions.

There is no significant concentration of sales to one or more external customers. In the reporting period of the six months ended 30 June 2024, the Group did not identify any individual customer which would account for more than 10% of the Group's total revenue.

The segment data are presented down to the level of operating profit as financing decisions are made from the perspective of the Group as a whole.

Measurement of the operating segments' results used in the management calculations is consistent with the accounting policies applied in the preparation of the consolidated financial statements, except for the costs of the Incentive Scheme in the Poland segment, which are presented in the Corporate segment.

Reconciliation of the segments' results to the Group's total results in the six months ended 30 June 2024 and in the comparative period is presented below.



| | Poland | Foreign Markets | Corporate | Total |
|--|--------|-----------------|-----------|-------|
|--|--------|-----------------|-----------|-------|

1 Jan–30 Jun 2024

| | | | | |
|--|------------------|------------------|-----------------|--------------------|
| Revenue | 1,198,216 | 447,770 | (99) | 1,645,887 |
| <i>including from external customers</i> | 1,198,117 | 447,770 | - | 1,645,887 |
| <i>including intersegment sales</i> | 99 | - | (99) | - |
| Cost of sales | (774,700) | (313,253) | 16 | (1,087,937) |
| Gross profit/(loss) | 423,516 | 134,517 | (83) | 557,950 |
| Selling expenses | (65,228) | (30,682) | - | (95,910) |
| Administrative expenses | (84,356) | (41,019) | (52,811) | (178,186) |
| Other income and expenses | (5,992) | 498 | 1,788 | (3,706) |
| Operating profit/(loss) | 267,940 | 63,314 | (51,106) | 280,148 |
| Share of profit of equity-accounted entities | 307 | - | - | 307 |
| Interest expense on lease liabilities | (17,161) | (2,586) | - | (19,747) |
| Depreciation and amortisation | 143,996 | 23,115 | 2 | 167,113 |
| EBITDA* | 411,936 | 86,429 | (51,104) | 447,261 |

30 Jun 2024

| | | | | |
|---------------------------|-----------|---------|-----------|-----------|
| Segment's assets | 2,747,192 | 491,064 | (185,472) | 3,052,784 |
| Segment's liabilities | 1,830,328 | 538,728 | (188,872) | 2,180,184 |
| Investments in associates | 3,404 | - | - | 3,404 |

* The Group calculates EBITDA as operating profit plus depreciation and amortisation.

In the six months ended 30 June 2024, administrative expenses presented under Corporate included costs of the Incentive Scheme amounting to PLN 52.9 million (note 6.9.2).

| | Poland | Foreign Markets | Corporate | Total |
|--|--------|-----------------|-----------|-------|
|--|--------|-----------------|-----------|-------|

1 Jan–30 Jun 2023

| | | | | |
|--|------------------|------------------|----------------|------------------|
| Revenue | 931,852 | 391,025 | (74) | 1,322,803 |
| <i>including from external customers</i> | 931,778 | 391,025 | 0 | 1,322,803 |
| <i>including intersegment sales</i> | 74 | - | (74) | - |
| Cost of sales | (650,645) | (289,098) | 40 | (939,703) |
| Gross profit/(loss) | 281,207 | 101,927 | (34) | 383,100 |
| Selling expenses | (56,483) | (23,596) | 0 | (80,079) |
| Administrative expenses | (60,575) | (26,146) | (4,886) | (91,607) |
| Other income and expenses | (3,202) | 1,221 | (497) | (2,478) |
| Operating profit/(loss) | 160,947 | 53,406 | (5,417) | 208,936 |
| Share of profit of equity-accounted entities | 363 | - | - | 363 |
| Interest expense on lease liabilities | (11,344) | (1,825) | - | (13,169) |
| Depreciation and amortisation | 115,726 | 20,062 | - | 135,788 |
| EBITDA* | 276,673 | 73,468 | (5,417) | 344,724 |

30 Jun 2023

| | | | | |
|---------------------------|-----------|---------|-----------|-----------|
| Segment's assets | 2,308,031 | 315,749 | (183,956) | 2,439,824 |
| Segment's liabilities | 1,421,885 | 435,303 | (184,238) | 1,672,950 |
| Investments in associates | 2,798 | - | - | 2,798 |



* The Group calculates EBITDA as operating profit plus depreciation and amortisation.

Reconciliation of total revenue, profit or loss and assets of the operating segments with the corresponding items of the Group's interim condensed consolidated financial statements:

| | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|---|-----------------------|-----------------------|
| Segments' revenue | | |
| Total revenue of operating segments | 1,645,986 | 1,322,877 |
| Elimination of revenue from intersegment transactions | (99) | (74) |
| Revenue | 1,645,887 | 1,322,803 |
| Segments' profit/(loss) | | |
| Segments' operating profit/(loss) | 331,254 | 214,353 |
| Unallocated profit/(loss) | (51,106) | (5,417) |
| Operating profit | 280,148 | 208,936 |
| Finance income | 9,593 | 31,385 |
| Finance costs | (24,029) | (19,638) |
| Loss allowances for financial assets | 136 | 2,588 |
| Share of profit of equity-accounted entities | 307 | 363 |
| Profit before tax | 266,155 | 223,634 |

| | 30 Jun 2024 | 31 Dec 2023 |
|---|------------------|------------------|
| Segments' assets | | |
| Total assets of operating segments | 3,238,256 | 2,983,978 |
| Unallocated assets | 3,379 | 1,536 |
| Elimination of intragroup balances and transactions | (188,851) | (185,091) |
| Total assets | 3,052,784 | 2,800,423 |

| | 30 Jun 2024 | 31 Dec 2023 |
|---|------------------|------------------|
| Segments' liabilities | | |
| Total liabilities of operating segments | 2,369,056 | 1,986,898 |
| Unallocated liabilities | 46 | 37 |
| Elimination of intragroup balances and transactions | (188,918) | (184,842) |
| Total liabilities | 2,180,184 | 1,802,093 |

Eliminations of assets and liabilities include primarily intersegment loans and trade receivables arising from intersegment transactions.

The table below presents the segments' revenue from external customers and non-current assets by country.



| | Poland | Foreign Markets | Corporate | Total |
|---|------------------|-----------------|-----------|------------------|
| 1 Jan–30 Jun 2024 | | | | |
| Revenue from external customers: | 1,198,117 | 447,770 | - | 1,645,887 |
| <i>Poland</i> | 1,198,117 | 234 | - | 1,198,351 |
| <i>Czech Republic</i> | - | 251,682 | - | 251,682 |
| <i>Bulgaria</i> | - | 107,970 | - | 107,970 |
| <i>Other</i> | - | 87,884 | - | 87,884 |

| | Poland | Foreign Markets | Corporate | Total |
|-----------------------------|------------------|-----------------|-----------|------------------|
| 30 Jun 2024 | | | | |
| Non-current assets*: | 1,902,468 | 305,534 | 18 | 2,208,020 |
| <i>Poland</i> | 1,902,468 | 3,341 | 18 | 1,905,827 |
| <i>Czech Republic</i> | - | 157,109 | - | 157,109 |
| <i>Bulgaria</i> | - | 69,076 | - | 69,076 |
| <i>Other</i> | - | 76,008 | - | 76,008 |

* Excluding financial instruments and deferred tax assets.

| | Poland | Foreign Markets | Corporate | Total |
|---|----------------|-----------------|-----------|------------------|
| 1 Jan–30 Jun 2023 | | | | |
| Revenue from external customers: | 931,778 | 391,025 | - | 1,322,803 |
| <i>Poland</i> | 931,778 | 156 | - | 931,934 |
| <i>Czech Republic</i> | - | 224,263 | - | 224,263 |
| <i>Bulgaria</i> | - | 97,747 | - | 97,747 |
| <i>Other</i> | - | 68,859 | - | 68,859 |

| | Poland | Foreign Markets | Corporate | Total |
|-----------------------------|------------------|-----------------|-----------|------------------|
| 30 Jun 2023 | | | | |
| Non-current assets*: | 1,660,365 | 202,080 | - | 1,862,445 |
| <i>Poland</i> | 1,660,365 | 2,752 | - | 1,663,117 |
| <i>Czech Republic</i> | - | 130,457 | - | 130,457 |
| <i>Bulgaria</i> | - | 51,461 | - | 51,461 |
| <i>Other</i> | - | 17,410 | - | 17,410 |

* Excluding financial instruments and deferred tax assets.

| | | 1 Jan–30 Jun 2024 | 1 Jan–30 Jun 2023 |
|--|---------|-------------------|-------------------|
| Revenue by category: | | | |
| Sale of sport cards in Poland | B2B | 937,908 | 737,777 |
| Sale of sport cards on foreign markets | B2B | 415,450 | 364,200 |
| Sale of cafeteria benefits | B2B | 22,650 | 23,630 |
| Sale of fitness clubs in Poland | B2B/B2C | 231,041 | 166,649 |
| Sale of fitness clubs on foreign markets | B2C | 32,133 | 26,721 |
| Other settlements | B2B | 5,344 | 2,482 |
| Revenue from contracts with customers (IFRS 15) | | 1,644,526 | 1,321,459 |
| <i>Revenue from leases (IFRS 16)</i> | | 1,361 | 1,344 |
| Total revenue | | 1,645,887 | 1,322,803 |

Operating expenses by segment:



| | Poland | Foreign Markets | Corporate | Total |
|--|--------|-----------------|-----------|-------|
|--|--------|-----------------|-----------|-------|

1 Jan–30 Jun 2024

| | | | | |
|--|----------------|----------------|---------------|------------------|
| Depreciation and amortisation | 143,996 | 23,115 | 2 | 167,113 |
| <i>including depreciation of right-of-use assets</i> | <i>84,400</i> | <i>14,743</i> | - | <i>99,143</i> |
| Employee benefits | 168,171 | 61,764 | 52,921 | 282,856 |
| Raw materials and consumables used | 29,497 | 7,729 | - | 37,226 |
| Services | 552,242 | 283,646 | (128) | 835,760 |
| Taxes and charges | 2,434 | 196 | - | 2,630 |
| Other expenses | 17,823 | 6,667 | - | 24,490 |
| Total expenses by nature of expense | 914,163 | 383,117 | 52,795 | 1,350,075 |
| Cost of merchandise and materials sold | 10,121 | 1,837 | - | 11,958 |
| Cost of sales, selling expenses and administrative expenses | 924,284 | 384,954 | 52,795 | 1,362,033 |

| | Poland | Foreign Markets | Corporate | Total |
|--|--------|-----------------|-----------|-------|
|--|--------|-----------------|-----------|-------|

1 Jan–30 Jun 2023

| | | | | |
|--|----------------|----------------|--------------|------------------|
| Depreciation and amortisation | 115,726 | 20,062 | - | 135,788 |
| <i>including depreciation of right-of-use assets</i> | <i>69,061</i> | <i>12,690</i> | - | <i>81,751</i> |
| Employee benefits | 125,964 | 43,708 | 5,022 | 174,694 |
| Raw materials and consumables used | 26,087 | 7,230 | - | 33,317 |
| Services | 475,331 | 262,331 | (176) | 737,486 |
| Taxes and charges | 2,266 | 120 | - | 2,386 |
| Other expenses | 13,607 | 3,551 | - | 17,158 |
| Total expenses by nature of expense | 758,981 | 337,002 | 4,846 | 1,100,829 |
| Cost of merchandise and materials sold | 8,722 | 1,838 | - | 10,560 |
| Cost of sales, selling expenses and administrative expenses | 767,703 | 338,840 | 4,846 | 1,111,389 |

The largest items of services were the costs of visits by sport cardholders at MultiSport partner facilities, IT expenses, marketing expenses, and advisory service costs.

Employee benefit expense presented in Corporate included costs of the Incentive Scheme.



6.4. Acquisitions and changes in non-controlling interests

6.4.1. Acquisitions in the six months ended 30 June 2024

| Acquisitions in the six months ended 30 June 2024 | Active Point Fit & Gym | H.O.L.S. D.O.O. (Croatia) | Good Luck Club GLC Sp. z o.o. | Total |
|--|------------------------|---------------------------|-------------------------------|---------------|
| Acquisition date | 1 Feb 2024 | 2 Apr 2024 | 29 Apr 2024 | |
| Purchase price as at acquisition date, including: | 3,087 | 21,505 | 27,677 | 52,269 |
| <i>cash</i> | 2,787 | 21,505 | 27,700 | 51,992 |
| <i>deferred and contingent payments</i> | - | - | (23) | (23) |
| <i>settlement of claims</i> | 300 | - | - | 300 |
| Net assets acquired, including: | 869 | (47) | (285) | 537 |
| <i>Intangible assets</i> | 109* | 843 | - | 952 |
| <i>Right-of-use assets</i> | 2,079 | 8,987 | 18,863 | 29,929 |
| <i>Property, plant and equipment</i> | 730 | 261 | 437 | 1,428 |
| <i>Other property, plant and equipment</i> | 30 | - | 192 | 222 |
| <i>Other current assets</i> | - | 926 | 526 | 1,452 |
| <i>Cash</i> | - | 35 | 141 | 176 |
| <i>Borrowings, other debt instruments</i> | - | (909) | (175) | (1,084) |
| <i>Non-current lease liabilities</i> | (1,717) | (4,834) | (16,680) | (23,231) |
| <i>Current lease liabilities</i> | (362) | (4,291) | (2,184) | (6,837) |
| <i>Other non-current liabilities</i> | - | - | (26) | (26) |
| <i>Other current liabilities</i> | - | (1,065) | (1,379) | (2,444) |
| Goodwill as at acquisition date | 2,218* | 21,552 | 27,962 | 51,732 |

* In the three months to 30 June 2024, an adjustment was made to the provisional accounting for the acquisition of Active Point Fit & Gym. The provisional goodwill was increased by PLN 0.4 million, from PLN 1.8 million to PLN 2.2 million, primarily due to updated assumptions and methodologies used to measure trademarks.

Acquisition of Active Point Fit & Gym fitness club

On 1 February 2024, the Parent signed an agreement to acquire Active Point Fit & Gym, a fitness club located in Tychy, Poland, for PLN 3.1 million. The club became part of the Fabryka Formy network.

The acquisition was settled by paying PLN 2.8 million in cash on the agreement date and offsetting mutual receivables of PLN 0.3 million. Upon acquisition of control, the fair value of the total purchase price amounted to PLN 3.1 million.

As part of the provisional accounting for the acquisition, the Group allocated the excess of the purchase price over net assets to goodwill in the amount of PLN 2.2 million. The goodwill was allocated to a cash generating unit in the Poland segment. It reflects the anticipated synergies from the ongoing strategy to strengthen the competitive edge of its flagship product, sport cards, by selectively investing in sports facilities across Poland, focusing on locations that are most advantageous for the sport card business.

As at the date of these interim condensed consolidated financial statements, the Group had not completed the purchase price allocation process. Work was still in progress to review, identify, and measure the fair value of the assets and liabilities acquired. This included verifying the data provided by the seller (operating and financial data, forecasts, and budgets) against the actual performance of the club since its acquisition. Therefore, the goodwill recognised on the acquisition of the Active Point Fit & Gym fitness club may change within 12 months from the acquisition date.



Acquisition of 100% of shares in H.O.L.S. D.O.O. of Croatia

On 2 April 2024, Fit Invest D.O.O. completed the acquisition of 100% of shares in H.O.L.S. D.O.O. ("HOLS"). The price was settled through the payment of EUR 5 million (PLN 21.5 million) in cash.

According to Fit Invest D.O.O.'s best estimates, the fair value of the total purchase price as at the date of acquisition of control was EUR 5 million (PLN 21.5 million).

Following the HOLS acquisition, three fitness clubs located in Zagreb, Croatia, and one fitness club under construction were integrated into the Group's foreign fitness club portfolio. The acquired facilities operated under the OrlandoFit brand. After the acquisition, they were rebranded and now operate under The Fitness brand.

As part of the provisional accounting for the acquisition, as at the acquisition date the Group allocated the excess of the purchase price over net assets to goodwill in the amount of PLN 21.6 million. The goodwill was allocated to the Croatia cash generating unit in the Foreign Markets segment. It reflects the anticipated synergies from the ongoing strategy to strengthen the competitive edge of its flagship product, sport cards, by selectively investing in sports facilities across Poland, focusing on locations that are most advantageous for the sport card business.

As at the date of these interim condensed consolidated financial statements, the Group had not completed the purchase price allocation process. Work was still in progress to review, identify, and measure the fair value of the assets and liabilities acquired. This included verifying the data provided by the seller (operating and financial data, forecasts, and budgets) against the actual performance of the club since its acquisition. Therefore, the goodwill recognised on the acquisition of HOLS may change within 12 months from the acquisition date.

Acquisition of 100% of shares in Good Luck Club GLC Sp. z o.o.

On 29 April 2024, the Parent acquired 100% of shares in Good Luck Club GLC Sp. z o.o. ("Good Luck"). The transaction involved acquiring four fitness clubs located in Gdańsk (one club), Pruszcz Gdański (two clubs), and Banino (one club). The ownership of the shares was transferred on 29 April 2024.

The total purchase price was PLN 27.7 million. In the three months to 31 March 2024, the Company paid a PLN 2.4 million advance to the seller, with the balance of PLN 25.3 million paid on 29 April 2024 as follows: PLN 22.5 million was paid to the seller's bank account, PLN 2 million was paid to a notary's deposit account as security for the club in Banino, and PLN 0.8 million was paid to a notary's deposit account as security for the renovation of the club in Pruszcz Gdański.

As per the agreement, the share price may be adjusted by:

- reducing it by PLN 5.5 million if the fitness club in Banino is not handed over to Good Luck in a new location within the time frames specified in the agreement; of that amount PLN 2 million is in a notary's deposit account, and PLN 3.5 million is secured with a promissory note;
- reducing it by PLN 0.8 million if the renovation of the fitness club in Pruszcz Gdański is not completed within the time frames specified in the agreement. As the renovation was completed on time and no adjustment was necessary, the PLN 0.8 million held in the notary's deposit account was released to the seller in July 2024;
- reducing or increasing it by an amount of up to PLN 0.1 million, calculated in accordance with contractual provisions (Good Luck's revenue from the sale of passes and MultiSport membership card services accounted for on an accrual basis). It was agreed that PLN 0.02 million would be returned by the seller as part of a price adjustment.

Upon acquiring control, the fair value of the total purchase price was PLN 27.7 million.

As a result of the acquisition of Good Luck, four fitness clubs, in Gdańsk, Pruszcz Gdański and Banino, were added to the Group's own fitness club portfolio.

In the provisional accounting for the acquisition, the Group allocated the excess of the purchase price over net assets to goodwill of PLN 28.0 million. The goodwill was allocated to a cash generating unit in the Poland segment. It reflects the anticipated synergies from the ongoing strategy to strengthen the competitive edge of its flagship



product, sport cards, by selectively investing in sports facilities across Poland, focusing on locations that are most advantageous for the sport card business.

As at the date of these interim condensed consolidated financial statements, the Group had not completed the purchase price allocation process. Work was still in progress to review, identify, and measure the fair value of the assets and liabilities acquired. This included verifying the data provided by the seller (operating and financial data, forecasts, and budgets) against the actual performance of the clubs since its acquisition. Therefore, the goodwill recognised on the acquisition of Good Luck may change within 12 months from the acquisition date.

6.4.2. Changes in non-controlling interests

On 12 January 2024, the Parent Benefit Systems S.A. acquired 0.46% of shares in subsidiary Benefit Systems International S.A. from minority shareholders for PLN 7.1 million. As Benefit Systems International S.A. holds equity interests in each company within the Foreign Markets segment, the acquisition by the Parent of shares in Benefit Systems International S.A. has had an effect on the Group's equity interests in the segment companies.

6.5. Goodwill

The changes in goodwill in the reporting periods are presented below.

| | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|--|-----------------------|-----------------------|
| Gross carrying amount | | |
| Balance at beginning of period | 573,267 | 460,624 |
| Acquisitions and business combinations, including: | 53,769 | 47,014 |
| <i>Active Point Fit & Gym (note 6.4.1)</i> | 2,218 | - |
| <i>H.O.L.S. D.O.O. (Croatia) (note 6.4.1)</i> | 21,552 | - |
| <i>Good Luck Club GLC Sp. z o.o. (note 6.4.1)</i> | 27,962 | - |
| <i>Manufaktura Zdrowia Sp. z o.o. – accounting for the acquisition completed ¹⁾</i> | (130) | - |
| <i>Gravitan Warszawa Sp. z o.o. – accounting for the acquisition completed ¹⁾</i> | 1,521 | - |
| <i>Active Sport i Rekreacja Sp. z o.o. – adjustment to accounting for the acquisition ²⁾</i> | (180) | - |
| <i>Interfit Consulting Sp. z o.o. sp.k. – adjustment to accounting for the acquisition ³⁾</i> | 826 | - |
| <i>acquisition of organised parts of business from Calypso Fitness</i> | - | 37,388 |
| <i>Saturn Fitness Group Sp. z o.o.</i> | - | 9,304 |
| <i>Lunching.pl Sp. z o.o. – accounting for the acquisition completed</i> | - | 322 |
| Gross carrying amount at end of period | 627,036 | 507,638 |
| Impairment losses | | |
| Impairment losses at end of period | - | - |
| Goodwill – carrying amount at end of period | 627,036 | 507,638 |

1) In the six months ended 30 June 2024, the accounting for the 2023 acquisitions of Manufaktura Zdrowia Sp. z o.o. and Gravitan Warszawa Sp. z o.o. was completed. The adjustment to the provisional goodwill for Gravitan Warszawa Sp. z o.o. was mainly attributable to updated assumptions and methodologies used to measure trademarks (decrease in valuation by PLN 1.8 million). The adjustment for Manufaktura Zdrowia Sp. z o.o. was predominantly due to the measurement of acquired intangible assets.

2) The adjustment to the provisional goodwill for Active Sport and Rekreacja Sp. z o.o., acquired at the end of 2023, resulted from the measurement of acquired trademarks (PLN 0.4 million) and property, plant and equipment (decrease in valuation by PLN 0.3 million).

3) The adjustment to the provisional goodwill for Interfit Consulting Sp. z o.o. sp.k., acquired at the end of 2023, resulted from the remeasurement of acquired current assets (PLN 0.4 million) and current liabilities (PLN 0.4 million).

Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the business combination, provided that the cash-generating units are not larger than the operating segments. The Group identifies cash-generating units for sales of sport cards and operation of fitness clubs at country level, given the complementary nature of these two business lines.



Goodwill presented in the assets was allocated in accordance with the policies described above to the following cash-generating units:

| | 30 Jun 2024 | 31 Dec 2023 |
|-----------------------|----------------|----------------|
| Poland | 576,755 | 544,538 |
| Czech Republic | 28,340 | 28,340 |
| Bulgaria | 389 | 389 |
| Croatia | 21,552 | - |
| Total goodwill | 627,036 | 573,267 |

As at the reporting date, no indications of impairment were identified for any of the cash-generating units.

6.6. Intangible assets and property, plant and equipment

6.6.1. Intangible assets

The carrying amounts of intangible assets and changes in these amounts during the six months ended 30 June 2024 are as follows:

| | Trademarks | Patents and licences | Software | Completed development work | Other intangible assets | Intangible assets under development | Total |
|--|------------|----------------------|----------|----------------------------|-------------------------|-------------------------------------|-------|
|--|------------|----------------------|----------|----------------------------|-------------------------|-------------------------------------|-------|

As at 30 Jun 2024

| | | | | | | | |
|---|--------------|--------------|------------|---------------|---------------|---------------|----------------|
| Gross carrying amount | 12,985 | 10,623 | 8,886 | 171,463 | 44,582 | 29,831 | 278,370 |
| Accumulated amortisation and impairment | (3,960) | (7,408) | (8,441) | (92,350) | (29,533) | (645) | (142,337) |
| Net carrying amount | 9,025 | 3,215 | 445 | 79,113 | 15,049 | 29,186 | 136,033 |

As at 31 Dec 2023

| | | | | | | | |
|---|---------------|--------------|------------|---------------|---------------|---------------|----------------|
| Gross carrying amount | 14,410 | 9,712 | 8,678 | 162,492 | 42,674 | 16,146 | 254,112 |
| Accumulated amortisation and impairment | (1,699) | (5,650) | (8,353) | (73,578) | (26,141) | - | (115,421) |
| Net carrying amount | 12,711 | 4,062 | 325 | 88,914 | 16,533 | 16,146 | 138,691 |



| Trademarks | Patents and licences | Software | Completed development work | Other intangible assets | Intangible assets under development | Total |
|------------|----------------------|----------|----------------------------|-------------------------|-------------------------------------|-------|
|------------|----------------------|----------|----------------------------|-------------------------|-------------------------------------|-------|

1 Jan–30 Jun 2024

| Net carrying amount as at 1 Jan 2024 | 12,711 | 4,062 | 325 | 88,914 | 16,533 | 16,146 | 138,691 |
|---|--------------|--------------|------------|---------------|---------------|---------------|----------------|
| Business combinations (note 6.4.1) | 93 | - | - | - | 859 | - | 952 |
| Adjustment to accounting for acquisition (note 6.5) | (1,425) | - | - | - | 16 | - | (1,409) |
| Increase (purchase, construction) | - | 913 | - | - | 1,063 | 23,047 | 25,023 |
| Decrease (disposal, liquidation) (-) | (93) | - | - | - | (15) | (172) | (280) |
| Other movements (reclassification, transfers, etc.) | - | - | 211 | 8,971 | - | (9,182) | - |
| Impairment losses (+/-) | (513) | - | - | - | (642) | (645) | (1,800) |
| Amortisation (-) | (1,748) | (1,758) | (88) | (18,772) | (2,750) | - | (25,116) |
| Net exchange differences (+/-) | - | (2) | (3) | - | (15) | (8) | (28) |
| Net carrying amount as at 30 Jun 2024 | 9,025 | 3,215 | 445 | 79,113 | 15,049 | 29,186 | 136,033 |

As at 30 June 2024, the carrying amount of intangible assets was PLN 136.0 million, marking a decrease of PLN 2.7 million on 31 December 2023. The change in intangible assets, offset by the recognition of PLN 25.1 million in amortisation charge, resulted mainly from expenditure on development, integration and optimisation of business and sales systems and online platforms for customers. Key initiatives included the rollout of the MyBenefit platform, further enhancements to the MultiLife online platform and mobile app, progress on implementing a new ERP system, automation and synchronisation in MultiSport card management, and automation and optimisation in customer service. In the six months ended 30 June 2024, the carrying amount of intangible assets increased by PLN 952 thousand as a result of the acquisition of Active Point and H.O.L.S. D.O.O. (note 6.4.1).

6.6.2. Property, plant and equipment

The carrying amounts of property, plant and equipment and changes in these amounts during the six months ended 30 June 2024 are as follows:

| Land | Buildings and structures | Machinery and equipment | Vehicles | Other property, plant and equipment | Property, plant and equipment under construction | Total |
|------|--------------------------|-------------------------|----------|-------------------------------------|--|-------|
|------|--------------------------|-------------------------|----------|-------------------------------------|--|-------|

As at 30 Jun 2024

| | | | | | | | |
|---|------------|----------------|---------------|------------|----------------|---------------|----------------|
| Gross carrying amount | 721 | 417,552 | 85,823 | 664 | 272,195 | 25,212 | 802,167 |
| Accumulated depreciation and impairment | - | (217,990) | (62,638) | (256) | (168,707) | - | (449,591) |
| Net carrying amount | 721 | 199,562 | 23,185 | 408 | 103,488 | 25,212 | 352,576 |

As at 31 Dec 2023

| | | | | | | | |
|---|------------|----------------|---------------|------------|----------------|---------------|----------------|
| Gross carrying amount | 721 | 399,209 | 73,316 | 687 | 235,505 | 24,516 | 733,954 |
| Accumulated depreciation and impairment | - | (212,737) | (54,574) | (191) | (133,186) | - | (400,688) |
| Net carrying amount | 721 | 186,472 | 18,742 | 496 | 102,319 | 24,516 | 333,266 |



| Land | Buildings and structures | Machinery and equipment | Vehicles | Other property, plant and equipment | Property, plant and equipment under construction | Total |
|------|--------------------------|-------------------------|----------|-------------------------------------|--|-------|
|------|--------------------------|-------------------------|----------|-------------------------------------|--|-------|

1 Jan–30 Jun 2024

| Net carrying amount as at 1 Jan 2024 | 721 | 186,472 | 18,742 | 496 | 102,319 | 24,516 | 333,266 |
|---|------------|----------------|---------------|------------|----------------|---------------|----------------|
| Business combinations (note 6.4.1) | - | 459 | 283 | - | 643 | 43 | 1,428 |
| Adjustment to accounting for acquisition (note 6.5) | - | - | - | - | (264) | - | (264) |
| Increase (purchase, construction) | - | 3,544 | 8,382 | - | 16,167 | 34,466 | 62,559 |
| Decrease (disposal, liquidation) (-) | - | - | (108) | (29) | (537) | (6) | (680) |
| Other movements (reclassification, transfers) | - | 29,111 | 1,892 | 31 | 3,003 | (33,712) | 325 |
| Impairment losses (+/-) | - | - | - | - | - | - | - |
| Depreciation (-) | - | (19,278) | (5,685) | (51) | (17,841) | 1 | (42,854) |
| Net exchange differences (+/-) | - | (746) | (321) | (39) | (2) | (96) | (1,204) |
| Net carrying amount as at 30 Jun 2024 | 721 | 199,562 | 23,185 | 408 | 103,488 | 25,212 | 352,576 |

As at 30 June 2024, the carrying amount of property, plant and equipment was PLN 352.6 million. The PLN 19.3 million increase in property, plant and equipment relative to the end of 2023 was mainly attributable to investments totalling PLN 62.6 million in new and existing fitness clubs. The increase was partially offset by a depreciation charge of PLN 42.9 million.

In the six months ended 30 June 2024, the Group acquired the business organisation Active Point and the companies Good Luck Club GLC Sp. z o.o. and H.O.L.S. D.O.O., which increased the carrying amount of property, plant and equipment by PLN 0.7 million, PLN 0.4 million, and PLN 0.3 million, respectively (note 6.4.1). The Group reported foreign exchange losses on the translation of foreign operations of PLN 1.2 million.

Other property, plant and equipment include primarily fitness equipment and fitness club fixtures and fittings.

6.7. Leases

6.7.1. Right-of-use assets

| Property | Fitness equipment | Other | Total |
|----------|-------------------|-------|-------|
|----------|-------------------|-------|-------|

1 Jan–30 Jun 2024

| Net carrying amount as at 1 Jan 2024 | 990,181 | 9,437 | 10,705 | 1,010,323 |
|---|------------------|--------------|---------------|------------------|
| New lease contracts | 81,827 | 465 | 3,584 | 85,876 |
| Business combinations (note 6.4.1) | 29,929 | - | - | 29,929 |
| Modifications, termination of contracts | 63,672 | 16 | (192) | 63,496 |
| Depreciation and amortisation | (96,027) | (392) | (2,724) | (99,143) |
| Exchange differences on translation of foreign operations | (1,607) | (1) | 98 | (1,510) |
| Net carrying amount as at 30 Jun 2024 | 1,067,975 | 9,525 | 11,471 | 1,088,971 |



| Property | Fitness equipment | Other | Total |
|----------|-------------------|-------|-------|
|----------|-------------------|-------|-------|

1 Jan–30 Jun 2023

| | 813,805 | 10,766 | 9,605 | 834,176 |
|---|----------------|---------------|--------------|----------------|
| Net carrying amount as at 1 Jan 2023 | | | | |
| New lease contracts | 32,833 | - | 2,408 | 35,241 |
| Business combinations | 73,610 | - | - | 73,610 |
| Modifications, termination of contracts | 68,745 | 1,905 | 308 | 70,958 |
| Depreciation and amortisation | (78,367) | (617) | (2,767) | (81,751) |
| Exchange differences on translation of foreign operations | (4,165) | - | (176) | (4,341) |
| Net carrying amount as at 30 Jun 2023 | 906,461 | 12,054 | 9,378 | 927,893 |

In the six months ended 30 June 2024, lease contract modifications were mainly attributable to the indexation of rental rates and extensions of lease periods for fitness clubs.

6.7.2. Lease liabilities

| 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|-----------------------|-----------------------|
|-----------------------|-----------------------|

| | 1,062,477 | 954,595 |
|---|------------------|------------------|
| Balance at beginning of period | | |
| New lease contracts | 81,535 | 26,691 |
| Business combinations (note 6.4.1) | 30,068 | 73,610 |
| Modifications, termination of contracts | 62,557 | 70,243 |
| Accrued interest | 19,747 | 13,169 |
| Exchange differences | (5,033) | (35,844) |
| Settlement of liabilities | (116,028) | (97,853) |
| Exchange differences on translation of foreign operations | (1,767) | (4,496) |
| Balance at end of period | 1,133,556 | 1,000,115 |
| Non-current | 914,449 | 815,932 |
| Current | 219,107 | 184,183 |

Maturities of the lease liabilities as at 30 June 2024 and 31 December 2023 are presented below:

| Lease payments due in: | | | |
|------------------------|--------------|--------------|-------|
| up to 1 year | 1 to 5 years | over 5 years | Total |

As at 30 Jun 2024

| | 222,869 | 757,123 | 311,088 | 1,291,080 |
|----------------------|----------------|----------------|----------------|------------------|
| Lease payments | | | | |
| Finance costs (-) | (3,762) | (71,070) | (82,692) | (157,524) |
| Present value | 219,107 | 686,053 | 228,396 | 1,133,556 |

| Lease payments due in: | | | |
|------------------------|--------------|--------------|-------|
| up to 1 year | 1 to 5 years | over 5 years | Total |

As at 31 Dec 2023

| | 206,716 | 704,210 | 287,246 | 1,198,172 |
|----------------------|----------------|----------------|----------------|------------------|
| Lease payments | | | | |
| Finance costs (-) | (6,229) | (60,326) | (69,140) | (135,695) |
| Present value | 200,487 | 643,884 | 218,106 | 1,062,477 |



As at 30 June 2024, the Group was a party lease contracts for fitness clubs whose leases have not yet commenced; the contracts were not recognised in the measurement of lease liabilities. The potential future cash outflows under these contracts were estimated at PLN 107,777 thousand (31 December 2023: PLN 62,741 thousand).

6.7.3. Lease amounts disclosed in the reporting period

Amounts disclosed in the six months ended 30 June 2024 and 2023 relating to the lease contracts recognised in the statement of financial position are presented below.

| | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|--|-----------------------|-----------------------|
| Amounts disclosed in the consolidated statement of profit or loss | | |
| Depreciation of right-of-use assets (recognised in cost of sales, selling expenses and administrative expenses) | (99,143) | (81,751) |
| Gain/(loss) on lease modifications (recognised in other income/expenses) | 418 | 325 |
| Interest expense on lease liabilities (recognised in finance costs) | (19,747) | (13,169) |
| Exchange differences on lease liabilities denominated in foreign currencies (recognised in finance income/costs) | 5,033 | 35,844 |
| Total | (113,439) | (58,751) |
| Amounts disclosed in the consolidated statement of cash flows | | |
| Lease payments (recognised in cash flow from financing activities) | (116,028) | (97,853) |

Costs of short-term lease contracts and leases of low-value assets that are not recognised in the measurement of the lease liabilities in the interim condensed consolidated statement of profit or loss stood at PLN 1,123 thousand and PLN 709 thousand in the six months ended 30 June 2024 and 30 June 2023, respectively. The costs included mainly rental of advertising space (PLN 597 thousand and 357 thousand, respectively) and leases of assorted equipment for fitness clubs and offices (PLN 526 thousand and 352 thousand, respectively). In the six months ended 30 June 2024 and 30 June 2023, there were no variable lease payments.

6.7.4. Subleases

The Group is an intermediate lessor and a lessor with respect to fitness equipment leased to facilities which are the Group's partners, and with respect to retail and office space which is subleased. The respective contracts were recognised as operating leases.

In the six months ended 30 June 2024, the Group recognised in the interim condensed consolidated statement of profit or loss income from sublease of office and retail space of PLN 957 thousand and rental income from fitness equipment of PLN 31 thousand. In the six months ended 30 June 2023, this income amounted to PLN 805 thousand and PLN 539 thousand, respectively. In the six months ended 30 June 2024, the Group also recognised rental income from advertising space of PLN 373 thousand. These amounts comprised minimum fixed sublease/lease payments only. In the reporting period, there were no contingent or other payments.

6.8. Cash and cash equivalents

As at 30 June 2024, cash stood at PLN 521.2 million. The PLN 87.2 million increase in cash relative to the end of 2023 was mainly driven by cash provided by operating activities, totalling PLN 401.1 million (after payment by Benefit Systems S.A. of PLN 80.8 million in income tax liabilities for 2023 in April 2024), which was allocated predominantly to investments in new and existing fitness clubs (PLN 61.8 million), the development of business and sales systems and online platforms for customers (PLN 25.0 million), acquisitions (PLN 98.3 million), and current lease payments (PLN 116.0 million). During the six months ended 30 June 2024, the Group repaid PLN 9.5 million in borrowings.



In the condensed consolidated statement of cash flows, receivables decreased by PLN 26.7 million, while in the condensed consolidated statement of financial position trade and other receivables increased by PLN 3.6 million. The difference was mainly attributable to payments for the future acquisition of shares in SmartLunch S.A. of PLN 38.5 million, disclosed in the condensed consolidated statement of financial position under other receivables (see note 6.24), the first-time recognition of acquired companies' balances of PLN 1.4 million, and repayments of loans advanced to employees under the Incentive Scheme of PLN 3.5 million.

In the condensed consolidated statement of cash flows, there is a decrease in liabilities of PLN 24.3 million, while in the condensed consolidated statement of financial position the decrease in trade payables, other payables and contract liabilities is PLN 33.5 million. The difference was due primarily to the settlement of the obligation to deliver shares under the Incentive Scheme of PLN 18.6 million, non-cash offsets of trade payables to partners with loans advanced to partners of PLN 2.3 million, the first-time recognition of acquired companies' balances of PLN 2.5 million, and repayments of other financial liabilities of PLN 0.7 million.

6.9. Equity

6.9.1. Share capital

As at 30 June 2024, the Parent's share capital amounted to PLN 2,958 thousand (31 December 2023: PLN 2,934 thousand) and comprised 2,958 thousand shares with a par value of PLN 1 per share. All the shares were paid up in full. All shares participate equally in the distribution of dividends and each share confers the right to one vote at the General Meeting. The amount of the share capital may not be distributed.

| | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|---|-----------------------|-----------------------|
| Number of shares at beginning of period | 2,933,542 | 2,933,542 |
| Share issue in connection with exercise of options (Incentive Scheme) | 24,750 | - |
| Number of shares at end of period | 2,958,292 | 2,933,542 |

On 23 January 2024, the Parent issued 24,750 series G shares in connection with the exercise by eligible persons of their rights under series L subscription warrants granted as part of the 2021-2025 Incentive Scheme (note 6.9.2). In accordance with the terms of the Incentive Scheme, the share price was PLN 752.01 per share. The Company received payments for the subscription for shares of PLN 18.6 million in the fourth quarter of 2023.

The Parent's shares were not held by any subsidiaries or associates.

6.9.2. Share-based payment scheme

Pursuant to resolutions of the General Meeting, Benefit Systems S.A. has in place an Incentive Scheme (the "Incentive Scheme") for senior and middle management of the Parent and for the Benefit Systems Group subsidiaries with which the Parent has entered into relevant agreements. Under the Scheme, eligible employees receive subscription warrants convertible into shares in the Parent.

On 3 February 2021, the General Meeting resolved to establish an Incentive Scheme for 2021–2025 at the Parent. The purpose of the Incentive Scheme is to provide an incentive system that would promote employee productivity and loyalty, aimed at achieving strong financial performance and a long-term increase in the Parent's value. In the 2021–2025 edition of the Incentive Scheme, its participants (up to 149 persons) will be able to acquire up to a total of 125,000 subscription warrants (which, upon conversion into shares, will represent up to 4.1% of the Parent's (post-issue) share capital), entitling them to subscribe for a specific number of shares in the Parent in five equal tranches.



The vesting of the warrants will depend on the satisfaction of certain loyalty and effectiveness criteria set out in the Incentive Scheme Rules, and the operation of the Incentive Scheme in a given year will be subject to the mandatory condition that a specified level of consolidated operating profit adjusted for the accounting cost of the Incentive Scheme is achieved for a given financial year.

By a resolution of the General Meeting of 3 February 2021, the warrants not granted for 2021 may increase the number of warrants for 2023 (up to 12,500 Series K1 warrants) and 2025 (up to 12,500 Series K2 warrants). Series K1 Warrants may be granted in a number representing 50%, 75% and 100% of the maximum number of Series K1 Warrants only if the cumulative consolidated adjusted operating profit (net of the costs of the Incentive Scheme) exceeds the sum of the thresholds for 2021-2023, i.e. PLN 400 million, PLN 460 million and PLN 515 million, respectively. In the case of Series K2, the warrants may be granted if cumulative consolidated adjusted operating profit (net of the costs of the Incentive Scheme) for 2021-2025 exceeds the sum of the thresholds for that period (PLN 825 million, PLN 920 million and PLN 1,010 million), in a number representing, respectively, 50%, 75% and 100% of the maximum number of Series K2 warrants.

Following the achievement of 100% of the threshold for the condition relating to adjusted consolidated operating profit of the Group for 2023, 25,000 Series Ł subscription warrants were granted to senior management (including the Management Board of the Parent) on 18 March 2024. Following achievement of 100% of the threshold for the condition relating to adjusted consolidated operating profit of the Group for 2021–2023, 12,500 Series K1 subscription warrants for 2021 were granted on 18 March 2024. The fair value of the subscription warrants granted to the employees was estimated as at the grant date using the Black-Scholes model.

The total cost of the Incentive Scheme recognised by the Group in the six months ended 30 June 2024 was PLN 52.9 million. In 2023, the Group incurred costs of the Incentive Scheme of PLN 6.3 million, with PLN 5.0 million recorded in the six months to 30 June 2023.

The final verification to confirm whether the conditions for granting subscription warrants to eligible individuals (excluding Management Board members) have been met will be decided by the Management Board and the Supervisory Board within 60 days of the Annual General Meeting approving the Group's consolidated financial statements for 2023.

6.10. Employee benefit obligations and provisions

The amounts of employee benefit obligations and provisions are presented below.

| Current liabilities and short-term provisions | | Non-current liabilities and long-term provisions | |
|---|-------------|--|-------------|
| 30 Jun 2024 | 31 Dec 2023 | 30 Jun 2024 | 31 Dec 2023 |

Employee benefits:

| | | | | |
|--|---------------|---------------|--------------|------------|
| Salaries and wages payable | 17,268 | 11,568 | - | - |
| Social security contributions other public charges payable | 10,029 | 8,826 | - | - |
| Provisions for bonuses, commissions and other* | 37,450 | 51,311 | 5,955 | - |
| Provisions for accrued holiday entitlements | 6,844 | 3,296 | - | - |
| Provisions for retirement gratuity benefits | 144 | 6 | 380 | 384 |
| Total employee benefit obligations and provisions | 71,735 | 75,007 | 6,335 | 384 |

*provisions for termination benefits

Wages and social security contributions payable, provisions for bonuses, commissions and other items are disclosed under trade and other payables. Provisions for retirement severance payments and accrued holiday entitlements are included in employee benefit provisions.



6.11. Other financial liabilities

Other financial liabilities disclosed in the Group's statement of financial position include liabilities under the options to purchase minority interests and 'phantom shares' in companies of the Foreign Markets segment and liabilities related to acquisition of shares in subsidiaries.

| | 30 Jun 2024 | 31 Dec 2023 |
|--|---------------|---------------|
| Liability arising from acquisition of shares in Interfit Club 1.0 Sp. z o.o., Interfit Club 4.0 Sp. z o.o., Interfit Club 5.0 Sp. z o.o., Interfit Consulting Sp. z o.o. Sp.k. | 2,664 | 5,421 |
| Benefit Systems International S.A. | 48,115 | 56,283 |
| Benefit Systems Slovakia S.R.O. | 4,746 | 4,407 |
| Benefit Systems D.O.O. (Croatia) | 5,497 | 5,018 |
| Benefit Systems Spor Hizmetleri Ltd (Turkey) | 3,349 | 3,116 |
| Benefit Systems Bulgaria O.O.D. | - | 7,074 |
| Other | - | 2,469 |
| Total other non-current financial liabilities | 64,371 | 83,788 |

| | 30 Jun 2024 | 31 Dec 2023 |
|--|---------------|---------------|
| Liability arising from acquisition of shares in Interfit Club 1.0 Sp. z o.o., Interfit Club 4.0 Sp. z o.o., Interfit Club 5.0 Sp. z o.o., Interfit Consulting Sp. z o.o. Sp.k. | 2,972 | - |
| Benefit Systems Bulgaria O.O.D. | 16,227 | 8,361 |
| Liability arising from acquisition of shares in Lunching.pl Sp. z o.o. | - | 4,092 |
| Liability arising from acquisition of shares in FIT 4 Sp. z o.o. and Fit and More Sp. z o.o. | - | 4,030 |
| Total other current financial liabilities | 19,199 | 16,483 |

As at 30 June 2024, the value of liabilities under options in Foreign Markets companies was estimated at PLN 77.9 million (31 December 2023: PLN 86.7 million). The PLN 8.8 million decrease in other financial liabilities was mainly attributable to the acquisition by the Parent of 0.46% of the shares in the subsidiary Benefit Systems International S.A. from minority shareholders for PLN 7.1 million (note 6.4.2) and the revaluation of options, which reduced capital reserves by a total of PLN 0.7 million. The Company also reclassified PLN 1.7 million to employee benefit obligations.

Lunching.pl Sp. z o.o.

On 4 March 2024, the Parent acquired for PLN 4.1 million the residual shares in Lunching.pl Sp. z o.o., raising its equity interest in the company to 100%. A portion of this amount, of PLN 2.7 million, was paid on 4 March 2024, the second tranche of PLN 0.4 million was paid on 3 April 2024, and the remainder of PLN 1.0 million was paid on 4 June 2024.

FIT 4 Sp. z o.o. and Fit and More Sp. z o.o.

On 30 November 2023, the Parent acquired shares in FIT 4 Sp. z o.o. and Fit and More Sp. z o.o., which are controlled by Cal Capital Sp. z o.o. ("CC") and Camaro Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych ("Camaro"), respectively (Calypso Fitness S.A. shareholders). Of the amount outstanding as of 31 December 2023, the liability to Camaro in the amount of PLN 0.8 million was paid on 30 January 2024. The liability to CC in the amount of PLN 3.2 million was settled through payment, on 19 January 2024, of PLN 0.5 million to CC's account, and PLN 2.7 million was transferred on CC's behalf as CC's donation to the MultiSport Foundation.



6.12. Borrowings, other debt instruments

The table below presents information about borrowings and other debt instruments.

| | Currency | Interest rate | Maturity | Carrying amount PLN '000 | Current liabilities | Non-current liabilities |
|---|----------|-----------------------------|-------------|-----------------------------|---------------------|-------------------------|
| As at 30 Jun 2024 | | | | | | |
| Syndicated credit facility | PLN | Variable, 3M WIBOR + margin | 1 Apr 2027 | 51,114 | 18,571 | 32,543 |
| Working capital facility | PLN | Variable, 1M WIBOR + margin | 31 May 2026 | - | - | - |
| Overdraft facilities | PLN | Variable | - | 832 | 163 | 669 |
| Other loans | PLN | Variable | - | 700 | - | 700 |
| Total borrowings, other debt instruments as at 30 Jun 2024 | | | | 52,646 | 18,734 | 33,912 |
| As at 31 Dec 2023 | | | | | | |
| Syndicated credit facility | PLN | Variable, 3M WIBOR + margin | 1 Apr 2027 | 60,526 | 18,660 | 41,866 |
| Working capital facility | PLN | Variable, 1M WIBOR + margin | 31 May 2026 | - | - | - |
| Overdraft facilities | PLN | Variable | - | 3 | 3 | - |
| Other loans | PLN | - | - | - | - | - |
| Total borrowings, other debt instruments as at 31 Dec 2023 | | | | 60,529 | 18,663 | 41,866 |

During the six months ended 30 June 2024, the Group repaid PLN 9.5 million in bank borrowings. As a result of the acquisition of H.O.L.S. D.O.O., on April 2, 2024, the Group gained control over an overdraft facility with a balance of PLN 0.9 million as of the acquisition date (Note 6.4.1). In addition, on May 27, 2024, Lunching Sp. z o.o. received a PLN 0.7 million loan from its future owner, SmartLunch S.A. (Note 6.24).

6.13. Other income and expenses

Other income and expenses are as follows:

| Other income | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|--|-----------------------|-----------------------|
| Gain on disposal of non-current non-financial assets | 42 | 412 |
| Reversal of impairment losses on receivables | 766 | 52 |
| Gain/(loss) on change in lease contracts | 418 | 325 |
| Contractual penalties and damages received | 456 | 652 |
| Grants | 28 | 77 |
| Other | 4,375 | 1,429 |
| Total other income | 6,085 | 2,947 |



| Other expenses | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|--|-------------------------------|-------------------------------|
| Lease contract early termination fees and related costs | 419 | 780 |
| Liquidation of and impairment losses on property, plant and equipment and on intangible assets | 2,317 | 1,724 |
| Impairment losses on financial receivables | 3,948 | 115 |
| Impairment losses on non-financial receivables | - | 184 |
| Write-off of uncollectible receivables | 209 | - |
| Compensation and penalties paid | 25 | 32 |
| Other | 2,873 | 2,590 |
| Total other expenses | 9,791 | 5,425 |

In the six months ended 30 June 2024, the 'Other' line item of other income included PLN 2.7 million in grants and donations to the MultiSport Foundation, and the 'Other' line item of other expenses included PLN 1.0 million in operating expenses of the MultiSport Foundation.

6.14. Finance income and expenses and loss allowances for financial assets

The key items of the Group's finance income and costs are presented below.

| Finance income | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|---------------------------------------|-------------------------------|-------------------------------|
| Interest on investments | 8,069 | 4,008 |
| Interest on loans | 483 | 391 |
| Foreign exchange gains | 919 | 26,936 |
| Gains on disposal of financial assets | - | 50 |
| Other finance income | 122 | - |
| Total finance income | 9,593 | 31,385 |

| Finance costs | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|--|-------------------------------|-------------------------------|
| Interest on lease liabilities | 19,747 | 13,169 |
| Interest on overdraft and investment credit facilities | 2,682 | 4,517 |
| Interest on loans | - | 66 |
| Interest on trade and other payables | 95 | 203 |
| Fair-value measurement of other financial liabilities | 277 | 920 |
| Other finance costs | 1,228 | 763 |
| Total finance costs | 24,029 | 19,638 |

| Loss allowances for financial assets (income + / cost -) | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|---|-------------------------------|-------------------------------|
| Reversal (+) of impairment losses on financial assets – loans | 136 | 2,588 |
| Total loss allowances for financial assets (+/-) | 136 | 2,588 |

In the six months ended 30 June 2024, interest received on bank deposits and interest expense on bank borrowings and lease liabilities had a major impact on finance income and costs.



6.15. Income tax

In the six months ended 30 June 2024, the Group's effective tax rate was 23.7%. The costs of the Incentive Scheme recognised in the six months ended 30 June 2024, of PLN 52.9 million, which constitute non-deductible expenses, were the largest contributor to the effective tax rate.

The Group did not recognise a deferred tax asset of PLN 7.3 million on tax losses at some of the Group companies due to the low probability of the companies generating taxable income against which the losses could be settled.

As at the end of June 2024, the current income tax liability was PLN 52.8 million, down by PLN 38.1 million on the end of 2023, with the decrease primarily attributable to:

- application by the Parent of the simplified method of income tax payment in 2023 (advance payments of one-twelfth of the tax payable for 2021). On 2 April 2024, the Parent paid tax of PLN 80.8 million for 2023.
- application by the Parent of the simplified method of income tax payment in 2024 (advance payments of one-twelfth of the tax payable for 2022). The due date for payment of the tax liability for 2024 is 31 March 2025.

6.16. Earnings per share

Basic earnings per share are calculated as the quotient of the net profit attributable to owners of the parent divided by the weighted average number of ordinary shares (excluding treasury shares) outstanding during the period.

When calculating both basic and diluted earnings/(loss) per share, the Group applies the amount of net profit/(loss) attributable to owners of the Parent in the numerator.

The calculation of diluted earnings per share takes into account the effect of options convertible into Parent shares that have been issued under the ongoing Incentive Schemes (note 6.9.2).

Computation of the basic and diluted earnings per share, with the reconciliation of the diluted weighted average number of shares is presented below.

| | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
|---|-----------------------|-----------------------|
| <i>Number of shares used as denominator</i> | | |
| Weighted average number of ordinary shares | 2,955,164 | 2,933,542 |
| Dilutive effect of options convertible into shares | 17,585 | 5,986 |
| Diluted weighted average number of ordinary shares | 2,972,749 | 2,939,528 |
| <i>Continuing operations</i> | | |
| Net profit from continued operations attributable to shareholders of the Parent | 201,042 | 181,837 |
| Basic earnings per share (PLN) | 68.03 | 61.99 |
| Diluted earnings per share (PLN) | 67.63 | 61.86 |



6.17. Allocation of 2023 profit

On 28 June 2024, the Annual General Meeting of the Parent resolved to allocate the net profit for 2023, of PLN 348.6 million, as follows:

- PLN 348.6 million was allocated for dividend payments,
- a portion of statutory reserve funds (created from retained earnings), amounting to PLN 50.8 million, was allocated for dividend payments.

The total dividend was PLN 399.4 million, or PLN 135 per share, payable on 2,958,292 eligible Company shares. The Annual General Meeting set 16 September 2024 as the dividend record date, with the first instalment of PLN 67.5 per share payable on 27 September 2024, and the second instalment of PLN 67.5 per share payable on 25 November 2024.

Dividends payable are presented in the consolidated statement of financial position as a separate item under current liabilities.

6.18. Related-party transactions

Transactions concluded between the Group companies and related parties mainly concerned settlements of costs related to visits of sport card holders to clubs owned by the associates.

In the reporting period, the Group did not enter into any related-party transactions that individually or jointly would be significant and would be concluded on non-arm's length terms.

In the reporting period, the Group recognised the following amounts related-party transactions:

| | Revenue | |
|-----------------------|-----------------------|-----------------------|
| | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
| Sales to: | | |
| Associates | 5,016 | 4,696 |
| Other related parties | 23 | 27 |
| Total | 5,039 | 4,723 |

| | Receivables | |
|-----------------------|-------------|-------------|
| | 30 Jun 2024 | 31 Dec 2023 |
| Sales to: | | |
| Associates | 581 | 615 |
| Other related parties | 12 | 9 |
| Total | 593 | 624 |



| | Purchase (costs, assets) | |
|------------------------|--------------------------|-----------------------|
| | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
| Purchases from: | | |
| Associates | 3,294 | 7,680 |
| Other related parties | 292 | 12 |
| Total | 3,586 | 7,692 |

| | Liabilities | |
|------------------------|-------------|-------------|
| | 30 Jun 2024 | 31 Dec 2023 |
| Purchases from: | | |
| Associates | 93 | 683 |
| Other related parties | 2 | - |
| Total | 95 | 683 |

Transactions with key management personnel

The Group's key management personnel includes members of the Management Board of the Parent.

Warrants held by Members of the Management Board as at the issue date of these interim condensed consolidated financial statements:

| Management Board Member | Series K1 warrants granted for 2021 | Series Ł warrants granted for 2023 | Outstanding Series K1 and Ł warrants |
|-------------------------|-------------------------------------|------------------------------------|--------------------------------------|
| Marcin Fojudzki | - | 250 | 250 |
| Emilia Rogalewicz | 1,850 | 3,500 | 5,350 |
| Total | 1,850 | 3,750 | 5,600 |

The exercise price of the options granted as at the issue date of the report for the six months ended 30 June 2024 was PLN 752.01.

6.19. Provisions and contingent liabilities

Contingent liabilities under guarantees and sureties as at the end of each reporting period are presented below.

| | 30 Jun 2024 | 31 Dec 2023 |
|--|--------------|--------------|
| Guarantees provided / Surety for payment of liabilities to: | | |
| Associates | 2,668 | 2,421 |
| Total contingent liabilities | 2,668 | 2,421 |

The guarantees provided to associates secure the payment of rent for fitness clubs.

Antitrust proceedings against Benefit Systems S.A.

On 22 June 2018, the President of the Office of Competition and Consumer Protection (the "President of UOKiK") initiated antitrust proceedings against Benefit Systems S.A. (and other entities) regarding allegations of forming a market-sharing cartel in the fitness club market, engaging in concerted practices related to exclusive cooperation arrangements with fitness clubs, and participating in concerted practices to limit competition in the market for sports and recreation package services (the "Proceedings").

On 4 January 2021, the Parent received a decision from the President of UOKiK (the "Decision") concerning one of the three alleged breaches for which the Procedure was initiated.



The President of UOKiK recognised the Company's participation in a market-sharing agreement between 2012 and 2017 as a practice restricting competition in the domestic market for the provision of fitness services in clubs, which constitutes an infringement of Art. 6.1.3 of the Act on Competition and Consumer Protection and Art. 101.1.c of the Treaty on the Functioning of the European Union.

The President of UOKiK imposed fines on the parties to the Proceedings, including PLN 26,915,218.36 on the Company (taking into account the succession resulting from the merger of the Company with those of its subsidiaries which are also named in the Proceedings) and PLN 1,748.74 on its subsidiary Yes to Move Sp. z o.o. (formerly Fitness Academy Sp. z o.o.). Guided by, among other things, an analysis of well-known cases involving competition-restricting practices, where courts have often decided to significantly reduce fines imposed on businesses (in some cases by as much as 60-90%), and by the opinion of lawyers, the Company recognised a provision for the fine of PLN 10.8 million in 2020.

The Parent did not agree with the Decision and filed an appeal against the Decision within the period prescribed by law.

On 21 August 2023, the Polish Court of Competition and Consumer Protection (the "Court") dismissed the Parent's appeal against the Decision. The Court's judgment is not final. The Parent disagrees with the judgment and has filed an appeal within the prescribed time frame. Following legal advice, as at 30 June 2024, the Parent maintained the provision at an unchanged amount.

With respect to the two other alleged breaches (alleged concerted practices with respect to exclusive cooperation arrangements with fitness clubs, and alleged concerted practices to restrict competition in the market for sports and recreation package services), the proceedings were closed following the issue, on 7 December 2021, of a decision by the President of UOKiK ("Decision 2") under Art. 12.1 of the Act on Competition and Consumer Protection of 16 February 2007. By Decision 2, the President of UOKiK did not impose any fine on the Company and obliged the Company to take certain measures described in note 34.1 to the Consolidated Financial Statements of the Group for 2022, which were fully implemented by the Parent by the prescribed deadline.

6.20. Financial instruments

The amounts of financial assets presented in the interim condensed consolidated statement of financial position relate to the following categories of financial instruments specified in IFRS 9:

- financial assets at amortised cost;
- assets outside the scope of IFRS 9.

The Group does not hold:

- financial assets at fair value through profit or loss;
- equity instruments designated on initial recognition as measured at fair value through other comprehensive income;
- financial assets at fair value through other comprehensive income;
- financial instruments designated as hedging instruments.

The table below does not include those categories of financial assets which the Group did not recognise as at 30 June 2024 and 31 December 2023. The table below also presents assets other than financial instruments.



| Note | Financial instruments Financial assets at amortised cost | Non-IFRS 9 non- financial assets: | Total |
|------|---|--------------------------------------|-------|
|------|---|--------------------------------------|-------|

As at 30 Jun 2024

| | | | |
|--|---------|----------------|----------------|
| Non-current assets: | | | |
| Trade and other receivables | 15,446 | 38,814 | 54,260 |
| Loans and other non-current financial assets | 8,746 | 96 | 8,842 |
| Current assets: | | | |
| Trade and other receivables | 151,339 | 65,665 | 217,004 |
| Loans and other current financial assets | 3,461 | 186 | 3,647 |
| Cash and cash equivalents | 6.8 | 521,161 | - |
| Total | | 700,153 | 104,761 |

| Note | Financial instruments Financial assets at amortised cost | Non-IFRS 9 non- financial assets: | Total |
|------|---|--------------------------------------|-------|
|------|---|--------------------------------------|-------|

As at 31 Dec 2023

| | | | |
|--|---------|----------------|---------------|
| Non-current assets: | | | |
| Trade and other receivables | 10,947 | 356 | 11,303 |
| Loans and other non-current financial assets | 6,752 | 96 | 6,848 |
| Current assets: | | | |
| Trade and other receivables | 201,779 | 54,624 | 256,403 |
| Loans and other current financial assets | 3,096 | 45 | 3,141 |
| Cash and cash equivalents | 434,004 | - | 434,004 |
| Total | | 656,578 | 55,121 |

The amounts of financial liabilities presented in the interim condensed consolidated statement of financial position relate to the following categories of financial instruments specified in IFRS 9:

- financial liabilities at amortised cost;
- financial liabilities at fair value through profit or loss – designated as such on initial recognition or subsequently;
- liabilities outside the scope of IFRS 9.

The table below does not include those categories of financial liabilities which the Group did not recognise as at 30 June 2024 and 31 December 2023. The table below also presents liabilities other than financial instruments.



| Note | Financial instruments Financial liabilities at amortised cost | Financial instruments Financial liabilities at fair value through profit or loss designated as such on initial recognition or subsequently | Financial instruments outside the scope of IFRS 9 | Non-financial liabilities Non-IFRS 9 | Total |
|------|--|--|---|--|-------|
|------|--|--|---|--|-------|

As at 30 Jun 2024

| | | | | | | |
|------------------------------------|------|----------------|--------------|------------------|----------------|------------------|
| Non-current liabilities: | | | | | | |
| Borrowings, other debt instruments | 6.12 | 33,912 | - | - | - | 33,912 |
| Lease liabilities | 6.7 | - | - | 914,449 | - | 914,449 |
| Other financial liabilities | 6.11 | - | 2,664 | 61,707 | - | 64,371 |
| Current liabilities: | | | | | | |
| Trade and other payables | | 127,644 | - | - | 278,928 | 406,572 |
| Dividends payable | 6.17 | - | - | - | 399,369 | 399,369 |
| Contract liabilities | | - | - | - | 23,626 | 23,626 |
| Borrowings, other debt instruments | 6.12 | 18,734 | - | - | - | 18,734 |
| Lease liabilities | 6.7 | - | - | 219,107 | - | 219,107 |
| Other financial liabilities | 6.11 | - | 2,971 | 16,227 | - | 19,199 |
| Total | | 180,290 | 5,635 | 1,211,490 | 701,923 | 2,099,339 |

As at 31 Dec 2023

| | | | | | | |
|------------------------------------|------|----------------|---------------|------------------|----------------|------------------|
| Non-current liabilities: | | | | | | |
| Borrowings, other debt instruments | 6.12 | 41,866 | - | - | - | 41,866 |
| Lease liabilities | 6.7 | - | - | 861,990 | - | 861,990 |
| Other financial liabilities | 6.11 | - | 5,421 | 78,367 | - | 83,788 |
| Current liabilities: | | | | | | |
| Trade and other payables | | 167,584 | 18,616 | - | 257,541 | 443,741 |
| Contract liabilities | | - | - | - | 27,903 | 27,903 |
| Borrowings, other debt instruments | 6.12 | 18,663 | - | - | - | 18,663 |
| Lease liabilities | 6.7 | - | - | 200,487 | - | 200,487 |
| Other financial liabilities | 6.11 | - | 8,122 | 8,361 | - | 16,483 |
| Total | | 228,113 | 32,159 | 1,149,205 | 285,444 | 1,694,921 |

6.21. Risk related to financial instruments

6.21.1. Currency risks

Most of the Parent's transactions are executed in PLN. Foreign exchange transactions are CZK- and EUR-denominated loans to consolidated entities of the Benefit Systems Group, which are eliminated on consolidation. Costs of leasing/renting office space and sports facilities are denominated in EUR and disclosed under lease liabilities, which nominally amounted to EUR 193,733 thousand (PLN 835,570 thousand) as at 30 June 2024 and EUR 183,311 thousand (PLN 797,036 thousand) as at 31 December 2023. The Group also holds foreign-currency-denominated cash balances, which as at 30 June 2024 stood at EUR 7.7 million and CZK 24.6 million (totalling PLN 37.2 million) and as at 31 December 2023 at EUR 3.9 million and CZK 45.1 million (totalling PLN 25.1 million).



Presented below is an analysis of the sensitivity of the Group's profit to changes in the amounts of its financial assets and liabilities as at 30 June 2024 and 31 December 2023 resulting from a 10% increase or decrease in the PLN exchange rate vs CZK and EUR relative to the closing rate as at each reporting date:

| | Exchange rate movements | Effect on profit/(loss): | |
|------------------------|-------------------------|--------------------------|-------------|
| | | 30 Jun 2024 | 31 Dec 2023 |
| Exchange rate increase | 10% | (79,834) | (77,198) |
| Exchange rate decrease | -10% | 79,834 | 77,198 |

Exposure to currency risk changes during the year depending on the volume of transactions denominated in foreign currencies. However, the sensitivity analysis is considered to be representative of the Group's exposure to currency risk at the reporting date.

6.21.2. Interest rate risk

The management of interest rate risk focuses on minimising the fluctuations in interest cash flows from financial assets and liabilities bearing variable rates of interest. The Group is exposed to interest rate risk in connection with the following categories of variable-rate financial assets and liabilities:

- loans;
- short-term deposits;
- borrowings.

The analysis does not take into account cash in current bank accounts as the asset's exposure to the currency risk is estimated as low – low interest rates on bank deposits has no significant effect on the analysis.

Presented below is a sensitivity analysis of profit or loss and other comprehensive income to potential interest rate movements by +/- 1pp with respect to loans, deposits, and bank borrowings.

| | Interest rate movements | Effect on profit/(loss): | |
|------------------------|-------------------------|--------------------------|-----------------------|
| | | 1 Jan– 30 Jun 2024 | 1 Jan– 30 Jun 2023 |
| Interest rate increase | 1pp | 1,883 | 1,057 |
| Interest decrease | -1pp | (1,883) | (1,057) |

Other comprehensive income is not sensitive to interest rate changes.

6.21.3. Credit risk

The Group's maximum exposure to credit risk is determined by the carrying amounts of financial assets and off-balance-sheet liabilities presented in the table below.

| | 30 Jun 2024 | 31 Dec 2023 |
|---|----------------|----------------|
| Loans | 12,207 | 9,848 |
| Trade receivables and other financial receivables | 166,785 | 212,726 |
| Cash and cash equivalents | 521,161 | 434,004 |
| Contingent liabilities under guarantees and sureties issued | 2,668 | 2,421 |
| Total credit risk exposure | 702,821 | 658,999 |

The Group continuously monitors any past due payments from its customers (trade receivables) or borrowers, including evaluating related credit risk on an individual basis or reviewing financial asset groupings with shared credit risk characteristics. In addition, as part of its credit risk management, the Group enters into B2B transactions with trading partners with confirmed creditworthiness, as detailed in note 2.3 'Accounting policies' to the consolidated financial statements for 2023.



The aging structure and past due information for the Group's receivables as the most significant category of assets exposed to credit risk are presented below.

| 30 Jun 2024 | | 31 Dec 2023 | |
|--------------|----------|--------------|----------|
| Not past due | Past due | Not past due | Past due |

Short-term receivables:

| | | | | |
|--|----------------|---------------|----------------|---------------|
| Trade receivables | 109,445 | 62,418 | 154,085 | 59,523 |
| Impairment losses on trade receivables (-) | (174) | (22,342) | (142) | (16,797) |
| Net trade receivables | 109,271 | 40,076 | 153,943 | 42,726 |
| Other financial receivables | 1,992 | - | 5,110 | - |
| Impairment loss on other receivables (-) | - | - | - | - |
| Other net financial receivables | 1,992 | - | 5,110 | - |
| Financial receivables | 111,263 | 40,076 | 159,053 | 42,726 |

With respect to trade receivables, the Group is not exposed to credit risk of a single major trading partner or a group of partners with shared credit risk characteristics. Based on historical past due trends, past due receivables do not show a significant deterioration in quality as a majority of them fall within the range of less than one month and in the case of past due receivables from the other ranges appropriate collection measures have been taken.

As at 30 June 2024, the Group applied the following default rates for individual past due periods:

| Not past due | Loss rate | | | | |
|--------------|--------------------|---------------------|----------------------|-----------------------|------------------------|
| | 1–30 days past due | 31–90 days past due | 91–180 days past due | 181–360 days past due | over 360 days past due |

As at 30 Jun 2024

| | | | | | | |
|-----------------|------------|-------|--------|--------|--------|--------|
| B2B receivables | 0.04–0.29% | 0.89% | 3.31% | 4.06% | 5.12% | 12.55% |
| B2C receivables | 2–3.5% | 3.48% | 40.16% | 73.85% | 83.48% | 88.81% |

The different credit risk characteristics, and consequently the varying loss rate levels for B2B and B2C receivables, are primarily due to differences in the contractual terms of products offered to individual and business customers, the significantly lower average value of B2C receivables compared to B2B receivables, and the differing legal regulations that apply to B2B and B2C relationships (stronger consumer protections for individual consumers, and shorter statutes of limitations on B2C receivables when amicable collection efforts are unsuccessful). For the Group, enforcing overdue B2C receivables through court proceedings is often unprofitable. These factors result in significantly different historical trends in recovering past-due B2B vs. B2C receivables, which directly impact the substantially different default rates used to calculate impairment losses on B2B and B2C receivables. The B2B loss rates for the Group were calculated as the weighted average of the loss rates for its material member companies.



The gross carrying amounts of individual trade receivables groupings and impairment losses recognised thereon were as follows:

| Trade receivables | | | | | | |
|-------------------|--------------------|---------------------|----------------------|-----------------------|------------------------|-------|
| Not past due | 1–30 days past due | 31–90 days past due | 91–180 days past due | 181–360 days past due | over 360 days past due | Total |

Short-term receivables:

As at 30 Jun 2024

| | | | | | | | |
|------------------------------|----------------|---------------|--------------|--------------|--------------|--------------|----------------|
| Gross carrying amount | 109,445 | 26,451 | 8,941 | 3,862 | 7,477 | 15,687 | 171,863 |
| Impairment loss (-) | (174) | (436) | (1,989) | (1,789) | (5,027) | (13,101) | (22,516) |
| Net receivables | 109,271 | 26,015 | 6,952 | 2,073 | 2,450 | 2,586 | 149,347 |
| of net receivables past due: | | | | | | | 40,076 |

As at 31 Dec 2023

| | | | | | | | |
|------------------------------|----------------|---------------|--------------|--------------|--------------|--------------|----------------|
| Gross carrying amount | 154,085 | 30,903 | 3,544 | 7,686 | 6,991 | 10,399 | 213,608 |
| Impairment loss (-) | (142) | (408) | (924) | (2,737) | (4,381) | (8,347) | (16,939) |
| Net receivables | 153,943 | 30,495 | 2,620 | 4,949 | 2,610 | 2,052 | 196,669 |
| of net receivables past due: | | | | | | | 42,726 |

The Group recognises loss allowances in accordance with IFRS 9.

Financial assets are presented below by stage of impairment, which is determined in order to estimate expected credit losses.

The Group applies a three-stage classification of financial assets to estimate expected credit losses thereon, described the financial assets section in note 2.3 'Accounting policies' to the consolidated financial statements for 2023.

| | Measurement at amortised cost | | | |
|---|-------------------------------|----------|-----------------|-----------------|
| | (stage of impairment) | | | |
| | Stage 1 | Stage 2* | Stage 3 | Total |
| As at 30 Jun 2024 | | | | |
| Gross carrying amount | 738,528 | - | 44,881 | 783,409 |
| Trade receivables and other financial receivables | 204,648 | - | 23,467 | 228,115 |
| Loans | 12,314 | - | 21,414 | 33,728 |
| Cash and cash equivalents | 521,566 | - | - | 521,566 |
| Impairment losses (IFRS 9) | (4,991) | - | (39,451) | (44,442) |
| Trade receivables and other financial receivables | (4,479) | - | (18,037) | (22,516) |
| Loans | (107) | - | (21,414) | (21,521) |
| Cash and cash equivalents | (405) | - | - | (405) |
| Net carrying amount (IFRS 9) | 733,537 | - | 5,430 | 738,967 |

* Stage 2 does not include trade receivables, to which the Group applies the simplified approach under IFRS 9.



| As at 31 Dec 2023 | Measurement at amortised cost | | | |
|---|-------------------------------|-------------|-----------------|-----------------|
| | (stage of impairment) | | | |
| | Stage 1 | Stage 2* | Stage 3 | Total |
| Gross carrying amount | 656,157 | 129 | 39,259 | 695,545 |
| Trade receivables and other financial receivables | 211,721 | - | 17,944 | 229,665 |
| Loans | 9,847 | 129 | 21,315 | 31,291 |
| Cash and cash equivalents | 434,589 | - | - | 434,589 |
| Impairment losses (IFRS 9) | (4,653) | (32) | (34,282) | (38,967) |
| Trade receivables and other financial receivables | (3,972) | - | (12,967) | (16,939) |
| Loans | (96) | (32) | (21,315) | (21,443) |
| Cash and cash equivalents | (585) | - | - | (585) |
| Net carrying amount (IFRS 9) | 651,504 | 97 | 4,977 | 656,578 |

* Stage 2 does not include trade receivables, to which the Group applies the simplified approach under IFRS 9.

In the opinion of the Management Board of the Parent, the above financial assets, which are not past due, can be considered as assets of good credit quality. The Group did not demand any security or other credit enhancements.

The credit risk of cash and cash equivalents is considered immaterial due to the high credibility of the counterparties (primarily banks).

6.21.4. Liquidity risk

The Group manages the liquidity risk by monitoring payment dates and cash requirements for short-term payments (current transactions monitored weekly) and long-term cash requirements based on cash flow forecasts updated on monthly basis. The cash requirements are then compared against the available cash sources (in particular, the Group's borrowing capacity) and the amount of free cash placements.

The Group's financial liabilities as at the reporting date are presented below.



| | Current | | Non-current | | | Total |
|---|----------------|----------------|----------------|----------------|----------------|------------------|
| | up to 6 months | 6 to 12 months | 1 to 3 years | 3 to 5 years | over 5 years | |
| As at 30 Jun 2024 | | | | | | |
| Syndicated credit facility | 9,286 | 9,285 | 32,543 | - | - | 51,114 |
| Revolving credit facility | 82 | 81 | 669 | - | - | 832 |
| Other financial liabilities | - | 19,199 | 2,664 | 58,358 | 3,349 | 83,570 |
| Lease liabilities | 111,060 | 108,047 | 396,683 | 289,369 | 228,396 | 1,133,556 |
| Trade and other payables | 116,092 | - | - | - | - | 116,092 |
| Total financial instruments | 236,520 | 136,612 | 432,560 | 347,727 | 231,745 | 1,385,164 |
| Dividends payable | 399,369 | - | - | - | - | 399,369 |
| Total exposure to liquidity risk | 635,889 | 136,612 | 432,560 | 347,727 | 231,745 | 1,784,533 |
| As at 31 Dec 2023 | | | | | | |
| Syndicated credit facility | 9,331 | 9,332 | 37,326 | 4,540 | - | 60,529 |
| Other financial liabilities | 15,483 | 1,000 | 14,669 | 68,177 | 942 | 100,271 |
| Lease liabilities | 101,968 | 98,519 | 362,443 | 281,441 | 218,106 | 1,062,477 |
| Trade and other payables | 186,200 | - | - | - | - | 186,200 |
| Total exposure to liquidity risk | 312,982 | 108,851 | 414,438 | 354,158 | 219,048 | 1,409,477 |

The table presents liabilities at amounts disclosed in the consolidated statement of financial position.

As at each reporting date, the Group also had available the following credit limits:

| | 30 Jun 2024 | 31 Dec 2023 |
|---|----------------|----------------|
| Overdraft facility limits | 45,000 | 45,000 |
| Overdraft facility limit reduction upon utilisation of related guarantee facility (-) | (16) | (12) |
| Syndicated credit facility limits | 115,000 | 115,000 |
| Amounts drawn – overdraft facility (-) | - | - |
| Available credit limits – overdraft facility | 44,984 | 44,988 |
| Available credit limits – syndicated credit facility | 115,000 | 115,000 |

As at 30 June 2024, the Group's current assets were PLN 751.5 million (including cash of PLN 521.2 million). Current liabilities totalled PLN 1,157.2 million (including lease liabilities of PLN 219.1 million and dividends payable of PLN 399.4 million). The PLN 45.0 million overdraft facility limit expires in May 2026, and the PLN 115.0 million syndicated credit facility limit (of which PLN 30.0 million may be utilised for general corporate purposes and working capital financing) expires in December 2024.

The Group is of the opinion that the level of working capital, access to financing and the ability to generate positive cash flows from operations in accordance with the Group's approved budget for 2024 provide a sufficient liquidity buffer.

6.22. Non-compliance with debt covenants

In the six months ended 30 June 2024, the Group did not breach any of its debt covenants.

6.23. Seasonality of operations

The industry in which the Group operates is subject to seasonal variation. In the third quarter of the calendar year, the activity of holders of sport cards and fitness club passes tends to be lower than in the first, second and fourth quarters of the year, which affects revenue, costs and profitability of the sport card business and the operation of



fitness clubs. On the other hand, seasonality of sales in the Cafeterias segment is reflected in an increase in revenues in the last month of the year, partly attributable to the Christmas period.

6.24. Significant events and transactions in the period

Transactions with minority shareholders

On 12 January 2024, the Parent Benefit Systems S.A. acquired 0.46% of shares in subsidiary Benefit Systems International S.A. from minority shareholders for PLN 7.1 million (notes 6.4.2 and 6.11).

Increase of the Parent's share capital in connection with the implementation of the Incentive Scheme

On 23 January 2024, the Parent issued 24,750 series G shares in connection with the exercise by eligible persons of their rights under series L subscription warrants granted for 2022 under the Incentive Scheme for years 2021-2025 (note 6.9.2).

As a result, following the issuance of the shares, the Parent's share capital amounts to PLN 2,958,292 and is divided into 2,958,292 ordinary bearer shares with a nominal value of PLN 1 of the following series: 2,204,842 series A shares; 200,000 series B shares; 150,000 series C shares; 120,000 series D shares; 74,700 series E shares; 184,000 series F shares; 24,750 series G shares.

The total number of voting rights carried by all outstanding Parent shares is 2,958,292.

After the delivery of Series G shares, the amount of the conditional share capital increase stipulated in the Parent's Articles of Association for the purposes of the Incentive Scheme fell from PLN 125,000 (equivalent to 125,000 shares with a nominal value of PLN 1 per share) to PLN 100,250.

Acquisition of a business in the form of Active Point Fit & Gym fitness club

On 1 February 2024, the Parent acquired Active Point Fit & Gym, a fitness club located in Tychy, Poland, for PLN 3.1m (note 6.4.1). The club was included in the Fabryka Formy network owned by the Parent.

Merger of Benefit Systems S.A. with Gravitan Warszawa Sp. z o.o.

The merger of Benefit Systems S.A. (as the acquirer) with Gravitan Warszawa Sp. z o.o. (as the acquiree) was registered with the National Court Register on 29 February 2024. Following the merger, Gravitan Warszawa Sp. z o.o. ceased to exist, and Benefit Systems S.A. assumed the rights and obligations of the acquiree.

Purchase of residual shares in Lunching.pl Sp. z o.o.

On 4 March 2024, the Parent acquired for PLN 4.1 million the residual shares in Lunching.pl Sp. z o.o., raising its equity interest in the company to 100%. A portion of this amount, of PLN 2.7 million, was paid on 4 March 2024, the second tranche of PLN 0.4 million was paid on 3 April 2024, and the remainder of PLN 1.0 million was paid on 4 June 2024 (note 6.11).

Acquisition of 100% of shares in H.O.L.S. D.O.O. of Croatia

On 2 April 2024, Fit Invest D.O.O. acquired 100% of the shares in H.O.L.S. D.O.O. for EUR 5 million. This acquisition expanded the Group's fitness club portfolio by adding three existing clubs in Zagreb, Croatia, and one club currently under construction (note 6.4.1).

Merger of Benefit Systems S.A. with FIT 1 Sp. z o.o., FIT 2 Sp. z o.o., FIT 3 Sp. z o.o., FIT 4 Sp. z o.o., FIT and More Sp. z o.o., Concept Self Investment Sp. z o.o., Sport Operator Sp. z o.o., and Manufaktura Zdrowia Sp. z o.o.

The merger of Benefit Systems S.A. (as the acquirer) with FIT 1 Sp. z o.o., FIT 2 Sp. z o.o., FIT 3 Sp. z o.o., FIT 4 Sp. z o.o., FIT and More Sp. z o.o., Concept Self Investment Sp. z o.o., Sport Operator Sp. z o.o., and Manufaktura



Zdrowia Sp. z o.o. (as the acquirees) was registered on 2 April 2024. As a result of the merger, the acquirees ceased to exist, and Benefit Systems S.A. assumed the rights and obligations of the merged companies.

Conditional agreements to acquire and subscribe for shares in SmartLunch S.A. in exchange for shares in Lunching.pl Sp. z o.o.

On 19 April 2024, the Parent and SmartLunch S.A. ("SmartLunch") signed an investment agreement, shareholder agreement and share sale agreement (collectively referred to as the "Agreements"), outlining the terms and conditions for the Parent's investment in SmartLunch. Under the Agreements, Benefit Systems S.A. will:

- Acquire 34,269 Series A ordinary registered shares in SmartLunch from the selling shareholders for a total price of PLN 6.5 million
- Subscribe for 168,889 new Series B ordinary registered shares in SmartLunch, to be paid for with a cash contribution of PLN 32.0 million
- Subscribe for 109,778 new Series B ordinary registered shares in SmartLunch, to be paid for with a non-cash contribution comprising 100% of the shares in Lunching.pl Sp. z o.o.'s share capital held by Benefit Systems S.A. and a PLN 0.6 million loan advanced to Lunching.pl Sp. z o.o. by Benefit Systems S.A. as at 31 March 2024,

with the proviso that the acquisition and subscription for the SmartLunch shares will occur upon the registration of the new Series B shares by the competent registry court and upon the registration of the Parent as the buyer of Series A shares in the SmartLunch shareholders' register.

As at 30 June 2024 and the date of authorisation of these interim condensed consolidated financial statements for issue, the condition precedent had not yet been met.

On 19 April 2024, the Parent made the following payments:

- PLN 27 million was paid to a notary's deposit account as a portion of the price for the shares (PLN 3 million) and a portion of the cash contribution for new shares (PLN 24 million)
- PLN 11.5 million was transferred to the bank accounts of the selling shareholders and SmartLunch as the remaining portion of the price for the shares (PLN 3.5 million) and the remaining portion of the cash contribution for new shares (PLN 8 million).

In the consolidated statement of financial position as at 30 June 2024, the amounts paid to the notary's deposit account and to the bank accounts of the sellers and SmartLunch are presented under trade and other long-term receivables.

As a result of the Agreements and following registration by the competent registry court of the increase in SmartLunch's share capital resulting from the issue of new Series B shares and entry in the shareholder register, the Parent will hold 312,936 SmartLunch shares, representing 18.53% of the total share capital and conferring 18.53% of the voting rights at the General Meeting. LF Akcelerator Sp. z o.o. will remain the largest shareholder with 39.26% of the share capital, representing 39.26% of the voting rights at SmartLunch's General Meeting.

The Agreements grant Benefit Systems S.A. the pre-emptive right to acquire the remaining SmartLunch shares from the other shareholders in the coming years. The Agreements include security provisions and other standard terms.

The estimated value of the SmartLunch shares acquired and subscribed for by the Parent is PLN 59.3 million.

SmartLunch specialises in comprehensive corporate nutrition services, including canteen management, employee catering, lunch card and restorative meal sales, and vending machine operation. The investment in SmartLunch aims to strengthen Benefit Systems' position in the employee food benefits market.

As at 30 June 2024, the carrying amount of Lunching Sp. z o.o.'s net assets, as disclosed in the Benefit Systems Group's condensed consolidated financial statements, amounted to PLN 3.1 million, with goodwill recognised on the acquisition totalling PLN 14.6 million. Revenue recorded by this subsidiary for the first six months of 2024 was PLN 2.5 million, with costs at PLN 4.2 million (including the cost of services sold of PLN 1.3 million, PLN 1.7 million in selling expenses, and PLN 1.2 million in administrative expenses).



Acquisition of 100% of shares in Good Luck Club GLC Sp. z o.o.

On 29 April 2024, the Parent acquired 100% of the shares in Good Luck Club GLC Sp. z o.o. for PLN 27.7 million. The acquisition expanded the Group's portfolio by adding four fitness clubs located in Gdańsk (1 club), Pruszcz Gdański (2 clubs), and Banino (1 club) (note 6.4.1).

Merger of Benefit Systems S.A. with Total Fitness Sp. z o.o. and Saturn Fitness Group Sp. z o.o.

The merger of Benefit Systems S.A. (as the acquirer) with Total Fitness Sp. z o.o. and Saturn Fitness Group Sp. z o.o. (as the acquirees) was registered on 10 May 2024. As a result of the merger, the acquirees ceased to exist, and Benefit Systems S.A. assumed the rights and obligations of the merged companies.

Conditional agreement for the acquisition of shares and assets associated with Flais fitness club network in Bulgaria

On 20 June 2024, the Bulgarian company Next Level Fitness O.O.D. entered into a conditional agreement to acquire shares and certain assets associated with the Flais fitness club network located in Sofia, Bulgaria. The condition precedent stipulated in the agreement requires the buyer to obtain a decision from the relevant government authority responsible for competition and consumer policy in Bulgaria, granting unconditional approval for the concentration and execution of the transaction.

As at 30 June 2024, the condition precedent was not met. On 12 August 2024, Next Level Fitness O.O.D. received a decision from the Bulgarian Competition Protection Commission, dated 8 August 2024, approving the concentration and the transaction. On 13 August 2024, Next Level Fitness O.O.D. entered into a final agreement (Note 6.25).

Changes on the Parent's Management and Supervisory Boards

On 27 May 2024, Wojciech Szwarc resigned as a Member of the Management Board, effective 28 May 2024, citing personal reasons for his resignation.

On 25 June 2024, Artur Osuchowski resigned as a Member and Deputy Chair of the Parent's Supervisory Board with immediate effect in connection with his appointment to the Management Board of Orlen S.A.

Allocation of Parent's net profit for 2023

On 28 June 2024, the Annual General Meeting of the Parent passed a resolution on the allocation of net profit for 2023, of PLN 348.6 million, and decided to distribute the entire net profit as dividends. Additionally, PLN 50.8 million from statutory reserve funds (representing a portion of statutory reserve funds created from previous years' profits) was allocated to dividend payments. The total amount allocated to dividend payments is PLN 399.4 million (Note 6.17).

6.25. Events after the reporting date

Acquisition of minority interests in Benefit Systems D.O.O. of Croatia by Benefit Systems International S.A.

On 1 July 2024, Benefit Systems International S.A. acquired 1.5% of the shares in the Croatian subsidiary Benefit Systems D.O.O. from a minority shareholder for EUR 0.5 million.

Merger of Benefit Systems S.A. and Active Sport i Rekreacja Sp. z o.o.

The merger of Benefit Systems S.A. (the acquirer) and Active Sport i Rekreacja Sp. z o.o. (the acquiree) was registered on 8 July 2024. Following the merger, Active Sport i Rekreacja Sp. z o.o. ceased to exist, and Benefit Systems S.A. assumed the rights and obligations of the acquiree.



Agreement for the acquisition of 100% of shares in Fitness Factory Prague S.R.O. in the Czech Republic

On 18 July 2024, Form Factory S.R.O. entered into an agreement to acquire 100% of the shares in Fitness Factory Prague S.R.O. According to the best estimates of Form Factory S. R. O., the fair value of the total purchase price is EUR 1 million, of which EUR 0.6 million was paid. The remainder of the price of EUR 0.4 million is to be settled by 31 August 2024. The shares were transferred on 31 July 2024 upon fulfilment of the conditions set out in the agreement.

As a result of the transaction, two fitness clubs in Prague, Czech Republic, were added to the Group's own fitness club portfolio.

Acquisition of 100% of shares in Artis Club Sp. z o.o.

On 29 July 2024, the Parent acquired 100% of shares in Artis Club Sp. z o.o. The transaction consisted of the acquisition of one fitness club located in Warsaw.

The share purchase price was PLN 3.2 million and was paid in cash to the seller's bank account. Ownership of the shares was transferred on 29 April 2024. On 29 July 2024, the Parent paid PLN 3.8 million on account of a share capital increase in Artis Club Sp. z o.o.

Changes on the Parent's Supervisory Board

On 7 August 2024, the Extraordinary General Meeting appointed Julita Jabłkowska to the Parent's Supervisory Board for the term of office that commenced on 29 June 2023.

Acquisition of 100% of shares in Gym Poznań Sp. z o.o.

On 9 August 2024, the Parent acquired 100% of the shares in Gym Poznań Sp. z o.o. ("Gym Poznań"). The transaction consisted of the acquisition of one fitness club located in Poznań.

The purchase price was PLN 2.8 million and was paid in cash to the seller's bank account. Ownership of the shares was transferred on 9 August 2024. The share price may be: (i) increased by Gym Poznań's receivables for the period prior to the acquisition date (ii) reduced by Gym Poznań's liabilities for the period prior to the acquisition date and according to the parent company's best estimate the price adjustment should not exceed PLN 0.1 million.

On 9 July 2024, the Parent paid PLN 2.8 million on account of a share capital increase in Gym Poznań.

Acquisition of shares and assets associated with Flais fitness club network in Bulgaria

On 12 August 2024, Next Level Fitness O.O.D. received a decision from the Bulgarian Competition Protection Commission, dated 8 August 2024, approving the concentration and the acquisition of shares and certain assets associated with the Flais fitness club network located in Sofia, Bulgaria, which had the effect of fulfilling the condition precedent included in the conditional agreement executed on 20 June 2024 (note 6.24). As a result, on 13 August 2024 Next Level Fitness OOD entered into a final agreement and acquired:

- 100% of the shares in Fitness Flais Corporation O.O.D., Power Ronic O.O.D., Happy Group 1 O.O.D., Fitness Flais Group O.O.D., Fitness Flais Pro O.O.D., and Flais Fit O.O.D., which manage a total of 11 fitness clubs operating under the Flais brand, with one additional club under construction, all located in Sofia;
- specific assets belonging to six fitness clubs (including two clubs under construction) for EUR 1 million and entered into new lease contracts for these fitness clubs;
- rights to the device mark Flais for EUR 50 thousand.

The total purchase price is approximately EUR 15 million, with the final amount contingent on the net debt and net working capital of the acquired companies, calculated in accordance with the agreement. The purchase prices under the agreement will be settled in instalments: (i) the first instalment, representing 92% of the purchase price, is payable on the date of the transfer of the shares to the buyer upon fulfilment of the condition precedent; (ii) the second instalment, representing the remaining 8% of the purchase price, is payable 15 months after the transfer of



ownership of the shares, upon fulfilment of the conditions set out in the agreement. Settlement of the sale price of certain assets of EUR 1 million and trademark rights of EUR 50 thousand was made in accordance with the agreement on August 13, 2024.

The agreement also includes security provisions and other standard terms.

Plan to merge Benefit Systems S.A. with Artis Club Sp. z o.o. and Good Luck Club GLC Sp. z o.o.

A plan of merger of Benefit Systems S.A. (as the acquirer) with Artis Club Sp. z o.o. and Good Luck Club GLC Sp. z o.o. (as the acquirees) was agreed on 14 August 2024. The plan provides for the transfer of all the assets of the acquirees to the acquirer.

Authorisation for issue

These interim condensed consolidated financial statements for the six months ended 30 June 2024 (including the comparative information) were authorised for issue by the Management Board of the Parent on 21 August 2024.

Signatures of all Management Board Members

| Date | Full name | Position | Signature |
|----------------|-------------------|--------------------------------|-----------|
| 21 August 2024 | Marcin Fojudzki | Member of the Management Board | |
| 21 August 2024 | Emilia Rogalewicz | Member of the Management Board | |

Signature of the person responsible for preparation of the financial statements

| Date | Full name | Position | Signature |
|----------------|-----------------|------------------|-----------|
| 21 August 2024 | Katarzyna Beuch | Finance Director | |