

**Resolution No. 1**  
**of the Extraordinary General Meeting**  
**of Ryvu Therapeutics S.A. with its registered office in Kraków**  
**of 19 September 2022**  
**on the election of the Chairman**

The Extraordinary General Meeting of Ryvu Therapeutics S.A. with its registered office in Kraków resolves as follows:

§ 1

The Extraordinary General Meeting elects \_\_\_\_\_ as the Chairman of the meeting.

§ 2

The resolution comes into force upon its adoption.

**Resolution No. 2**  
**of the Extraordinary General Meeting**  
**of Ryvu Therapeutics S.A. with its registered office in Kraków**  
**of 19 September 2022**  
**on waiving the election of the Scrutiny Committee**

The Extraordinary General Meeting of Ryvu Therapeutics S.A. with its registered office in Kraków resolves as follows:

§ 1

The Extraordinary General Meeting waives the election of the Scrutiny Committee.

§ 2

The resolution comes into force upon its adoption.

**Resolution No. 3**  
**of the Extraordinary General Meeting**  
**of Ryvu Therapeutics S.A. with its registered office in Kraków**  
**of 19 September 2022**  
**on approving the agenda**

§ 1

The Extraordinary General Meeting of the Company hereby approves the following agenda:

1. Opening of the meeting.
2. Election of the Chairman of the Meeting.
3. Confirmation by the Chairman that the Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adoption of a resolution on waiving the election of the Scrutiny Committee.
5. Adoption of the agenda.
6. Adoption of a resolution on authorising the Company's Management Board to increase the Company's share capital within the authorised capital, on the exclusion by the Management Board of the pre-emptive rights to shares issued within the authorised capital in total or in part

with the consent of the Supervisory Board and on amending the Company's Articles of Association.

7. Adoption of a resolution on increasing the share capital of the Company by issuing shares, excluding the pre-emptive rights of the existing shareholders in total, applying for the admission and introduction to trading on the regulated market of shares and rights to these shares (PDA), and amending the Company's Articles of Association.
8. Closing of the meeting.

## § 2

The resolution comes into force upon its adoption.

**Resolution No. 4  
of the Extraordinary General Meeting  
of Ryvu Therapeutics Spółka Akcyjna with its registered office in Kraków ("the Company")  
of 19 September 2022  
on authorising the Company's Management Board to increase the Company's share capital  
within the authorised capital, on the exclusion by the Management Board of the pre-emptive  
rights to shares issued within the authorised capital in total or in part with the consent of the  
Supervisory Board and on amending the Company's Articles of Association**

Acting pursuant to Art. 430 § 1, Art. 444 § 1, Art. 445 § 1, Art. 447 and Art. 433 § 2 of the Polish Commercial Companies Code ("**CCC**") and pursuant to § 8 (1) and § 19 (1) (h) of the Company's Articles of Association, the Extraordinary General Meeting of the Company resolves as follows:

### § 1. THE AUTHORISED CAPITAL

1. The Articles of Association of the Company are amended so that after § 7a a new § 7b of the Articles of Association of the Company with the following wording is added:

#### **"§ 7b**

1. *The Company's Management Board is authorised to increase the Company's share capital by up to PLN 3,386,246 (in words: three million three hundred eighty-six thousand two hundred forty-six zlotys) through the issue within the authorised capital of up to 8,465,615 (in words: eight million four hundred sixty-five thousand six hundred fifteen) ordinary bearer shares ("**New Shares**"), ("**Authorised Capital**").*
2. *The authorisation of the Management Board to increase the share capital within the Authorised Capital shall expire on December 31, 2024.*
3. *The Management Board may exercise the authority granted thereto by effecting one or more share capital increases within the limits of the Authorised Capital.*
4. *The New Shares may only be granted by the Management Board for cash contributions.*
5. *The Management Board shall be authorised to determine the issue price of the New Shares, including the maximum issue price, the issue price range for the purpose of the book-building process and the final issue price.*
6. *A resolution of the Management Board on determining the final issue price of the New Shares issued within a given share capital increase within the limits of the Authorised Capital shall require the consent of the Supervisory Board. Determination by the Management Board of the maximum issue price and the issue price range for the purpose of the book-building process does not require the approval of the Supervisory Board.*
7. *The New Shares shall participate in the dividend as follows:*

- 1) *New Shares first credited to the securities account no later than the dividend record date established in the General Meeting's resolution on profit distribution shall participate in the dividend starting from the profit for the previous financial year, i.e. from 1<sup>st</sup> January of the financial year immediately preceding the year in which the New Shares were first credited to the securities account;*
- 2) *New Shares first credited to the securities account after the dividend record date established in the General Meeting's resolution on profit distribution shall participate in dividend starting from the profit for the financial year in which the New Shares were first credited to the securities account, i.e. from 1 January of that financial year.*
8. *With a consent of the Supervisory Board, the Management Board shall be authorised to deprive the existing shareholders of the Company, in total or in part, of the pre-emptive rights to the New Shares issued within the limits of the Authorised Capital.*
9. *In the event that the existing shareholders of the Company are deprived in total or in part of their pre-emptive rights to the New Shares, the shareholders of the Company meeting the conditions set forth in this section shall have a priority right before other investors to take up the New Shares, in the number enabling them to maintain their share in the share capital of the Company at the level as at the Registration Date (the "**Priority Right**"). The Priority Right shall be granted to a person (the "**Entitled Person**") who jointly fulfils the following conditions:*
  - a) *was the holder of shares in the Company on a date specified by the Management Board (the "**Record Date**");*
  - b) *has provided the Company, in the manner and within the timeframes specified by the Management Board, with documents (in particular a certificate or a certificate of deposit or a document issued by the holder of an omnibus account) confirming that they were a shareholder of the Company on the Record Date (the "**Confirmation Documents**");*
  - c) *has provided the Company, in the manner and within the timeframes specified by the Management Board, with a declaration of interest in taking up the New Shares in the number indicated by them and at the issue price to be determined by the Management Board (the "**Declaration**"), whereby the Declaration may be delivered through a book-building process for the New Shares or any other procedure aimed at attracting investors (the "**Book-building Process**");*
  - d) *in the case of an offering of the New Shares by way of a public offering within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"), which is exempted from the obligation to draw up a prospectus or any other offering (information) document, the Management Board, with the approval of the Supervisory Board, shall be entitled to specify additional conditions to the fulfilment of which the creation of Priority Right shall be subject whereby such conditions shall be specified in such a manner as to ensure maintenance of the share in the share capital of the Company by the existing shareholders who have submitted Confirmation Documents and Declarations, and in particular qualified investors, but at the same time without depriving the Company of possibility to offer the New Shares without the obligation to draw up a prospectus or other offering (information) document.*
10. *In exercise of the Priority Right, the Management Board of the Company shall first allocate the New Shares to an Entitled Person at least in the number indicated by the Entitled Person in the Declaration, but not higher than the number causing the Entitled Person to maintain the share in the share capital of the Company at the level as at the Registration Date. Such number of New Shares shall be verified on the basis of the Confirmation Documents. In the event that the number*

*of New Shares allocated to an Entitled Person by virtue of the Priority Right is not a whole number, it shall be rounded down to the nearest whole number.*

11. *The Management Board shall be authorised to take all factual and legal actions necessary to increase the Company's share capital within the Authorised Capital and to determine specific terms and conditions of the issue of New Shares, in particular to:*

- 1) determine the type and terms of the subscription by which the New Shares shall be taken up;*
- 2) enter into an underwriting guarantee agreement;*
- 3) conduct a Book-building Process for the New Shares;*
- 4) issue the New Shares by way of a public offering within the meaning of the Prospectus Regulation requiring or exempted from the obligation to draw up a prospectus within the meaning of the Prospectus Regulation (the "**Public Offer**");*
- 5) determine, with the consent of the Supervisory Board, the terms and conditions and timeframes for the exercise of the Priority Right;*
- 6) draw up and publish a prospectus within the meaning of the Prospectus Regulation or any other offering document if required or useful for offering of the New Shares or introduction and admission of the New Shares to organised trading;*
- 7) determine the dates for the issue of the New Shares, in particular the dates for the opening and closing of the subscription or the date on which the Company concludes the agreement for the subscription of the New Shares;*
- 8) determine the rules for the allotment of the New Shares, taking into account the Priority Right.*
- 9) allot the New Shares;*
- 10) determine the final amount by which the share capital shall be increased;*
- 11) make a declaration on the amount of the share capital of the Company subscribed in connection with the issue of the New Shares;*
- 12) register with the National Depository for Securities S.A. ("**KDPW**") of the New Shares and the rights to the New Shares (the "**Rights to Shares**");*
- 13) admit and introduce the New Shares and the Rights to Shares to trading on the regulated market of the Warsaw Stock Exchange, including in particular the filing of an application for admission and introduction of the New Shares and the Rights to Shares to trading on the regulated market of the Warsaw Stock Exchange;*
- 14) decide to withdraw the Public Offer or to suspend the Public Offer at any time. When deciding to suspend the Public Offer, the Management Board of the Company is not required to determine a new date for the Public Offer, which date may be determined and made public at a later date."*

2. The Supervisory Board of the Company is authorised to compile the consolidated text of the Articles of Association of the Company, taking into account the amendments adopted by virtue of this Resolution.

## **§ 2. MOTIVATION OF THE RESOLUTION**

1. The primary purpose of the introduction of the Authorised Capital is to provide the Company with a flexible instrument that enables it to obtain financing relatively quickly and efficiently through the issue of new shares. The Authorised Capital shall enable the Company to issue and offer shares faster than under the ordinary procedure. This shall enable the Company to respond efficiently to the financial needs of the Company, in particular those related to the research carried out by the Company, and will allow it to capitalise the Company at a convenient time, taking into account the Company's business prospects, the current market price and demand for the Company's shares, as well as the situation on the financial markets, in particular the situation in the biotechnology

- industry. Authorising the Management Board to increase the share capital within the limits of the Authorised Capital shall allow to adjust the size of a given issue to the financial needs of the Company at a given moment.
2. Authorisation of the Company's Management Board to deprive existing shareholders, in total or in part, with the consent of the Supervisory Board, of their pre-emptive rights to the New Shares will shorten the procedure for the issue of the New Shares and thus enable the Company to be capitalised more quickly. The authorisation will enable the Company's Management Board to decide whether to skip the time-consuming procedure related to the exercise of pre-emptive rights and, above all, will allow the issue to be quickly directed to external investors, which does not exclude also directing the issue to existing shareholders.
  3. The Resolution provides for a number of mechanisms, related to the increase of the Company's share capital within the limits of the Authorised Capital, protecting the interests of existing shareholders, including:
    - i. in the event that existing shareholders are deprived in total or in part of their pre-emptive right to subscribe for the New Shares, granting the existing shareholders the Priority Right allowing them to maintain their current share in the Company's share capital;
    - ii. the requirement for the Management Board of the Company to obtain the approval of the Supervisory Board for the deprivation of the pre-emptive right, for the determination of the terms and conditions and timeframes for the exercise of the Priority Right and for the determination of the issue price of the New Shares.
  4. The introduction of the Authorised Capital in the Company and the exclusion of pre-emptive rights to the New Shares allow for the optimal raising of funds through the issue of the New Shares, while ensuring that the interests of existing shareholders are respected and is in the interests of the Company.

### **§ 3. OPINION OF THE MANAGEMENT BOARD**

The Extraordinary General Meeting has familiarised itself with the opinion of the Company's Management Board on (i) authorisation for the Management Board to deprive existing shareholders of the pre-emptive rights to the New Shares, and (ii) principles of determining the issue price of the New Shares. The Extraordinary General Meeting accepts the justification of the above issues as indicated in the Opinion of the Management Board.

### **§ 4. FINAL PROVISIONS**

The Resolution comes into force upon its adoption.

#### **Management Board Justification**

#### ***to the draft Resolution No. 5 of the Extraordinary General Meeting of the Company of 19 September 2022***

*on increasing the share capital of the Company by issuing series J shares, excluding the pre-emptive rights of the existing shareholders in total, applying for the admission and introduction to trading on the regulated market of series J shares and rights to these shares (PDA), and amending the Company's Articles of Association*

The Management Board of the Company is seeking authorisation from the General Meeting to issue shares within the limits of authorised capital until the end of 2024. This would enable implementation of the "Ryvu Development Plans 2022-2024". Only in the event that the authorised capital is not enacted,

the Management Board has proposed to adopt a classic share issue resolution. It is the intention of the Management Board to propose to the General Meeting to withdraw from voting on the resolution on the issue of shares in the event of adoption of the authorised capital.

**Resolution No. 5**  
**of the Extraordinary General Meeting of Ryvu Therapeutics Spółka Akcyjna, with its registered**  
**office in Kraków ("the Company")**  
**of 19 September 2022**  
**on increasing the share capital of the Company by issuing series J shares, excluding the pre-**  
**emptive rights of the existing shareholders in total, applying for the admission and**  
**introduction to trading on the regulated market of series J shares and rights to these shares**  
**(PDA), and amending the Company's Articles of Association**

Acting pursuant to Articles 430, 431 § 1, 432, 433 § 2 and 431 § 7 in connection with Article 310 § 2 of the Polish Code of Commercial Companies ("**CCC**"), Article 3 (1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (the "**Prospectus Regulation**") and § 8 (1) and § 19 (1) (h) and (i) of the Articles of Association of the Company, the Extraordinary General Meeting of the Company resolves as follows:

**§ 1 ISSUE OF SERIES J SHARES**

1. The share capital of the Company shall be increased from PLN 7,342,189.60 (in words: seven million three hundred forty-two thousand one hundred eighty-nine zloty and sixty groszy) by an amount not less than PLN 0.80 (in words: eighty groszy) and not more than PLN 1,905,869.60 (in words: one million nine hundred five thousand eight hundred sixty-nine zlotys and sixty groszy) to an amount not less than PLN 7,342,190.40 PLN (in words: seven million three hundred forty-two thousand one hundred ninety zloty and forty groszy) and not more than PLN 9,248,059.20 (in words: nine million two hundred forty-eight thousand fifty-nine zlotys and twenty groszy) through the issue of not less than 2 (in words: two) but not more than 4,764,674 (in words: four million seven hundred sixty-four thousand six hundred seventy-four) new J series ordinary bearer shares with a nominal value of PLN 0.40 (in words: forty groszy) each ("**Shares**").
2. The Shares shall be paid up with the cash contributions only. The contributions for the Shares shall be made prior to the registration of the Company's share capital increase.
3. The Shares shall participate in the dividend as follows:
  - 1) Shares first credited to the securities account no later than the dividend record date established in the General Meeting's resolution on profit distribution shall participate in the dividend starting from the profit for the previous financial year, i.e. from 1<sup>st</sup> January of the financial year immediately preceding the year in which the Shares were first credited to the securities account;
  - 2) Shares first credited to the securities account after the dividend record date established in the General Meeting's resolution on profit distribution shall participate in dividend starting from the profit for the financial year in which the New Shares were first credited to the securities account, i.e. from 1 January of that financial year.
4. The Shares shall be issued by way of an open subscription within the meaning of Article 431 § 2(3) of the CCC. The Shares shall be offered by the Company by way of a public offering within the meaning of Article 2(d) of the Prospectus Regulation (the "**Public Offer**") following the publication of the prospectus in accordance with Article 3(1) of the Prospectus Regulation.

## § 2. EXCLUSION OF THE PRE-EMPTIVE RIGHTS

1. In the interest of the Company, the existing shareholders of the Company shall be deprived in total of the pre-emptive rights of the Shares.
2. The opinion of the Management Board of the Company justifying the reasons for the deprivation of the pre-emptive rights to the Shares and the principles and method of determining the issue price of the Shares is hereby acknowledged (Article 433 § 2 of the CCC).

## § 3. PRIORITY RIGHT

The Management Board of the Company shall determine specific terms and rules for the subscription of the Shares (the "**Share Subscription Rules**"), including the rules for the allotment of the Shares, providing that:

- 1) the shareholders of the Company meeting the conditions set forth in this section shall have a priority right before other investors to take up the New Shares, in the number enabling them to maintain their share in the share capital of the Company at the level as at the Registration Date (the "**Priority Right**").
- 2) The Priority Right shall be granted to a person (the "**Entitled Person**") who jointly fulfils the following conditions:
  - a) was the holder of shares in the Company on the date falling 16 (in words: sixteen) days prior to the date of the general meeting which adopts this Resolution (the "**Registration Date**");
  - b) was disclosed as a shareholder of the Company on the list of those entitled to attend the general meeting which adopts this Resolution (the "**List**"), or has provided the Company with documents (in particular, a certificate of deposit or a document issued by the holder of an omnibus account) confirming that they were a shareholder of the Company on the Record Date (the "**Confirmation Documents**");
  - c) has provided the Company, in the manner and within the timeframes specified by the Management Board, with a declaration of interest in taking up the New Shares in the number indicated by them and at the issue price to be determined by the Management Board (the "**Declaration**"), whereby the Declaration may be delivered through a book-building process for the New Shares or any other procedure aimed at attracting investors (the "**Book-building Process**");
- 3) In exercise of the Priority Right, the Management Board of the Company shall first allocate the Shares to an Entitled Person at least in the number indicated by the Entitled Person in the Declaration, but not higher than the number causing the Entitled Person to maintain the share in the share capital of the Company at the level as at the Registration Date. Such number of New Shares shall be verified on the basis of the Confirmation Documents. In the event that the number of Shares allocated to an Entitled Person by virtue of the Priority Right is not a whole number, it shall be rounded down to the nearest whole number.

## § 4 DEMATERIALISATION AND INTRODUCTION TO TRADING ON THE REGULATED MARKET

1. The Shares and the rights to Shares ("**Rights to Shares**") shall be in nondocumentary form and shall be dematerialised in accordance with the Polish Act on Trading in Financial Instruments of 29 July 2005.
2. The Company shall apply for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange S.A. ("**WSE**") the following securities:
  - a) not less than 2 (in words: two) and not more than 4,764,674 (in words: four million seven hundred sixty-four thousand six hundred seventy-four) Shares;

- b) not less than 2 (in words: two) and not more than 4,764,674 (in words: four million seven hundred sixty-four thousand six hundred seventy-four) Rights to Shares.

#### **§5 AUTHORISATION OF THE MANAGEMENT BOARD**

1. The Management Board of the Company is hereby authorised and directed to take all factual and legal actions necessary to increase the share capital of the Company pursuant to this Resolution and to conduct the Public Offering.
2. Under the terms of this Resolution, the Management Board of the Company shall be authorised to determine the detailed terms and conditions for the subscription and allotment of the Shares (the "**Subscription Rules**"), in particular to:
  - 1) determine the issue price of the Shares, including the maximum issue price of the Shares, the issue price range (if any) of the Shares for the purposes of the Book-building Process and the final issue price of the Shares;
  - 2) conduct the Book-building Process for the Shares;
  - 3) determine the opening and closing date of the subscription for the Shares, as well as to change the opening or closing date of the subscription for the Shares, if any;
  - 4) determine the final amount by which the share capital shall be increased, i.e. the final number of the Shares to be subject to the Public Offering (Article 17(1) of the Prospectus Regulation), pursuant to Article 432 § 4 of the CCC;
  - 5) determine the Subscription Rules;
  - 6) determine the rules for the allotment of Shares, taking into account the Priority Right;
  - 7) allot the Shares;
  - 8) make a declaration on the amount of subscribed share capital of the Company in connection with the issue of the Shares, pursuant to Article 310 § 2 in conjunction with Article 431 § 7 of the CCC.
3. The Management Board of the Company is hereby authorised to take to take all factual and legal actions, necessary to (i) register the Shares and the Rights to Shares with the National Depository for Securities ("**NDS**"); (ii) admission and introduction of the Shares and the Rights to Shares to trading on the regulated market of the WSE, including in particular the filing of an application for the admission and introduction of the Shares and the Rights to Shares to trading on the regulated market of the WSE.
4. The Company's Management Board is authorised to decide to withdraw the Public Offer or to suspend the Public Offer at any time. When deciding to suspend the Public Offer, the Management Board of the Company is not required to determine a new date for the Public Offer, which date may be determined and made public at a later date.

#### **§ 6. AMENDMENT TO THE ARTICLES OF ASSOCIATION**

1. Due to the increase of the Company's share capital, § 7(1) of the Company's Articles of Association is amended as follows:

##### **"§ 7**

*The share capital of the Company shall amount to not less than PLN 7,342,190.40 (seven million three hundred forty-two thousand one hundred ninety zloty and forty groszy) and not more than PLN 9,248,059.20 (nine million two hundred forty-eight thousand fifty-nine zlotys and twenty groszy), and shall be divided into not less than 18,355,476 (eighteen million three hundred and fifty-five thousand four hundred and seventy-six) and not more than 23,120,148 (twenty-three million one hundred and twenty thousand one hundred forty-eight ) shares with a nominal value of PLN 0.40 (forty groszy) each, including:*



- a) 4,050,000 (four million fifty thousand) series A registered shares numbered from 0,000,001 to 4,050,000;
  - b) 1,329,500 (one million three hundred twenty-nine thousand five hundred) series B bearer shares numbered from 0,000,001 to 1,329,500;
  - c) 1,833,000 (one million eight hundred thirty-three thousand) series C bearer shares numbered from 0,000,001 to 1,833,000;
  - d) 551,066 (five hundred fifty-one thousand sixty-six) series D bearer shares numbered from 0,000,001 to 551,066;
  - e) 2,700,000 (two million seven hundred thousand) series E bearer shares numbered from 0,000,001 to 2,700,000;
  - f) 2,651,891 (two million six hundred fifty-one thousand eight hundred ninety-one) series F bearer shares numbered from 0,000,001 to 2,651,891;
  - g) 327,886 (three hundred twenty-seven thousand eight hundred eighty-six) series G1 bearer shares numbered from 000,001 to 327,886;
  - h) 327,886 (three hundred twenty-seven thousand eight hundred eighty-six) series G2 bearer shares numbered from 000,001 to 327,886;
  - i) 2,200,000 (two million two hundred thousand) series H bearer shares numbered from 0,000,001 to 2,200,000;
  - j) 2,384,245 (two million three hundred eighty-four thousand two hundred forty-five) series I bearer shares numbered from 0,000,001 to 2,384,245;
  - k) not less than 2 (two) and not more than 4,764,674 (four million seven hundred sixty-four thousand six hundred seventy-four) series J bearer shares."
2. The Supervisory Board of the Company is authorised to compile the consolidated text of the Articles of Association of the Company, taking into account the amendments adopted by virtue of this Resolution and the statement of the Management Board referred to in § 5 sec. 2 point 8) of this Resolution.

## **§ 7. FINAL PROVISIONS**

The Resolution comes into force upon its adoption.