

**Resolution 1**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on the election of the chairman**

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Krakow, Poland, resolves as follows:

§ 1

Mr. Wojciech Chabasiewicz is hereby appointed as the Chairperson of the General Meeting of Shareholders.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 2**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on approval of the agenda**

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Krakow, Poland, resolves as follows:

§ 1

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow, hereby approves the following agenda:

1. Opening of the meeting.
2. Election of the Chairperson of the Meeting.
3. Determination by the Chairperson of the correctness of the Assembly's convening and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Assessment of the Supervisory Board's report for the 2022 fiscal year including the evaluation of the Company's financial statements for the 2022 fiscal year, the Management Board's report on the Company's activities for the 2022 fiscal year and the Management Board's proposal to cover the loss for the 2022 fiscal year.
6. Assessment and approval of the Management Board's report on the Company's activities for the 2022 fiscal year.
7. Assessment and approval of the Company's financial statements for the 2022 fiscal year.
8. Adoption of a resolution on covering the loss for the 2022 fiscal year.
9. Adoption of resolutions on granting discharge to members of the Company's Management Board and Supervisory Board.
10. Adoption of resolutions on the appointment of new members to the Supervisory Board of the Company.
11. Adoption of a resolution on expressing an opinion on the report on remuneration of members of the Company's Management Board and Supervisory Board for the 2022 financial year.
12. Adoption of a resolution on amending the remuneration of members of the Supervisory Board of the Company.
13. Adoption of a resolution on the issuance of subscription warrants, full deprivation of subscription rights to subscription warrants, conditional increase in the Company's share capital, full deprivation of subscription rights to shares and amendments to the Articles of Association of the Company
14. Adoption of a resolution on approval of amendments to the Regulations of the Company's Supervisory Board.
15. Closing of the meeting.

§ 2

The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 3**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**

**of June 14<sup>th</sup>, 2023**  
**On approval of the Management Board's report on the activities of Ryvu Therapeutics S.A.**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

After consideration, the report of the Management Board on the Company's activities for fiscal year 2022 covering the period 01.01.2022-31.12.2022 is approved.

§ 2

The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 4**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**On approval of the financial statements of Ryvu Therapeutics S.A.**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

After consideration, the Company's financial statements for fiscal year 2022 covering the period 01.01.2022-31.12.2022 are approved.

§ 2

The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 5**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**On covering the loss for the financial year 2022**

The Ordinary General Meeting of Ryvu Therapeutics S.A., with its seat in Cracow (the "Company"), acting pursuant to Article 395 § 2(2) of the Commercial Companies Code, resolves as follows:

§ 1

Cover the Company's net loss for 2022, covering the period 01.01.2022-31.12.2022, amounting to PLN 83,782,183.87, with profits from future years.

§ 2

The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 6**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The President of the Company's Management Board, Mr. Paweł Przewięźlikowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 10,151,211 valid votes were cast from 9,601,211 shares, representing 41.53% of the share capital; a total of 10,151,211 valid votes were cast, including: 10,151,211 votes "for", 0 votes "against" and 0 votes "abstaining"; there were no objections, therefore the Chairman of the Meeting stated that the above resolution was adopted. Company shareholder Paweł Przewięźlikowski did not participate in voting on Resolution No. 6.

**Resolution 7  
of the Ordinary General Meeting of Shareholders  
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland  
of June 14<sup>th</sup>, 2023  
on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Vice President of the Company's Management Board, Mr. Krzysztof Brzózka, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,448,926 valid votes were cast from 13,398,926 shares, representing 57.95% of the share capital; a total of 17,448,926 valid votes were cast, including: 17,448,926 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 8  
of the Ordinary General Meeting of Shareholders  
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland  
of June 14<sup>th</sup>, 2023  
on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Member of the Company's Management Board, Mr. Kamil Sitarz, is hereby granted discharge for the performance of his duties in the 2022 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,694,882 valid votes were cast from 13,644,882 shares, representing 59.02% of the share capital; a total of 17,694,882 valid votes were cast, including: 17,694,882 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.  
Company shareholder Kamil Sitarz did not participate in voting on Resolution No. 8.

**Resolution 9  
of the Ordinary General Meeting of Shareholders  
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland  
of June 14<sup>th</sup>, 2023  
on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Member of the Company's Management Board, Mr. Kamil Sitarz, is hereby granted discharge for the performance of his duties in the 2021 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 10  
of the Ordinary General Meeting of Shareholders  
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland  
of June 14<sup>th</sup>, 2023  
on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to Mr. Hendrik Nogai, a member of the Company's Management Board, for the performance of his duties in the 2022 fiscal year from August 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 11  
of the Ordinary General Meeting of Shareholders  
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland  
of June 14<sup>th</sup>, 2023  
on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Chairman of the Company's Supervisory Board, Mr. Piotr Romanowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,666,247 valid votes were cast from 13,616,247 shares, representing 58.89% of the share capital; a total of 17,666,247 valid votes were cast, including: 17,666,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

Company shareholder Piotr Romanowski did not participate in voting on Resolution No. 11.

**Resolution 12  
of the Ordinary General Meeting of Shareholders  
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland  
of June 14<sup>th</sup>, 2023  
on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Vice-Chairman of the Company's Supervisory Board, Mr. Tadeusz Wesolowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,640,672 valid votes were cast from 13,590,672 shares, representing 58.78% of the share capital; a total of 17,640,672 valid votes were cast, including: 17,640,672 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

Company shareholder Tadeusz Wesolowski did not participate in voting on Resolution No. 12.

**Resolution 13**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Mr. Rafal Chwast, Member of the Company's Supervisory Board, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 14**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to Mr. Axel Glasmacher, Member of the Company's Supervisory Board, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 15**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to the Member of the Company's Supervisory Board, Mr. Colin Goddard, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0

votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 16**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Mr. Jarl Ulf Jungnelius, Member of the Company's Supervisory Board, is hereby granted discharge for the performance of his duties in the 2022 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 17**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to the Member of the Company's Supervisory Board, Mr. Thomas Turalski, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 17,716,247 votes "for", 0 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 18**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**

**On appointment of a new Member of the Supervisory Board of the Company**

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 385 § 1 of the Commercial Companies Code in conjunction with § 20(2) of the Company's Articles of Association, resolves as follows:

§ 1

Mr. Scott Z. Fields is appointed to the Supervisory Board of the Company for the current term.

§ 2

The resolution comes into force upon its adoption.

In the ordered secret ballot on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 16,687,334 votes "for", 0 votes "against" and 1,028,913 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 19**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**On appointment of a new Member of the Supervisory Board of the Company**

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 385 § 1 of the Commercial Companies Code in conjunction with § 20(2) of the Company's Articles of Association, resolves as follows:

§ 1  
Mr. Peter Smith is appointed to the Supervisory Board of the Company for the current term.

§ 2  
The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 16,687,334 votes "for", 0 votes "against" and 1,028,913 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 20**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**

**On expressing an opinion on the Supervisory Board Report on Remuneration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków (the "Company"), acting pursuant to Article 90g (6) of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2020, item 623), resolves as follows:

§ 1  
The Ordinary General Meeting resolves to give a positive opinion on Supervisory Board Report on Remuneration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022.

§ 2  
The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 16,687,334 votes "for", 0 votes "against" and 1,028,913 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 21**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**

**On changing the remuneration of members of the Supervisory Board of the Company**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow, Poland (the "Company"), acting pursuant to Article 392 § 1 (1) of the Commercial Companies Code and § 19 (1) (I) of the Company's Articles of Association, resolves as follows:

§ 1  
The newly appointed members of the Company's Supervisory Board pursuant to Resolutions 18-19 above are granted remuneration for serving on the Company's Supervisory Board in the amount of EUR 3090 gross per month, as of June 1, 2023.

§ 2  
The remuneration of the members of the Company's Supervisory Board for serving on the Company's Supervisory Board is amended so that it will amount to EUR 3090 gross per month as of June 1, 2023.

§ 3  
The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 16,687,334 votes "for", 1,028,913 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted.

**Resolution 22**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**on**

**the issuance of subscription warrants, full exclusion of subscription warrants, conditional increase in the share capital of the Company, full exclusion of subscription rights to shares and amendments to the Articles of Association of the Company**

Acting pursuant to Art. 393 § 5, Art. 430 § 1, Art. 453, Art. 448, Art. 449 § 1, Art. 433 § 2 and § 6 of the Commercial Companies Code ("**CCC**") and pursuant to § 19.1(h) of the Company's Articles of Association, the Ordinary General Meeting of the Company resolves as follows:

**§ 1 WARRANTS**

1. No more than 592,825 (five hundred and ninety-two thousand, eight hundred and twenty-five) series K registered subscription warrants ("**Subscription Warrants**") shall be issued, carrying the right to subscribe for series K ordinary bearer shares, designated from No. K000001 to No. K592825, with a nominal value of PLN 0.40 (forty cents) each ("**Series K Shares**").
2. One Subscription Warrant shall entitle to take up 1 (one) Series K Share at the issue price set forth in § 2 section 6 of the Resolution.
3. The Subscription Warrants shall be issued free of charge.
4. The only person entitled to take up the Subscription Warrants shall be the European Investment Bank, Luxembourg ("**EIB**"). The subscription of the Subscription Warrants, by private placement, shall be effected by addressing to the EIB an offer to subscribe for a number of Subscription Warrants specified by the Management Board and the acceptance by the EIB of the offer to subscribe.
5. The Subscription Warrants will be in non-documentary form and will be dematerialised. The Subscription Warrants shall be registered in the securities depository maintained by the National Depository for Securities in Warsaw S.A. ("**NDS**").
6. The rights to subscribe for the Series K Shares attached to the Subscription Warrants may be exercised within 10 years from the date of this Resolution, i.e. until June 14<sup>th</sup>, 2033, upon each request of the holder of the Subscription Warrants.
7. The Subscription Warrants shall be transferable.
8. The Subscription Warrants in respect of which the right to take up the Series K Shares is not exercised within the time limit specified in passage 6 of the Resolution shall expire.
9. It is agreed that the Company may purchase its own Subscription Warrants for cancellation.

**§ 2 CONDITIONAL SHARE CAPITAL INCREASE**

1. It is resolved to conditionally increase the Company's share capital by an amount not exceeding PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty) through the issuance of no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) Series K Shares with a nominal value of PLN 0.40 (forty grosz) each, designated from No. K000001 to No. K592825, and a total nominal value of PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty).
2. The purpose of the conditional capital increase is to grant rights to subscribe for Series K Shares to holders of Subscription Warrants.
3. Only the holders of the Subscription Warrants shall be entitled to take up the Series K Shares.
4. The Series K Shares shall be taken up as a result of the exercise of the rights arising from the Subscription Warrants, within the period indicated in § 1, passage 6 of the Resolution, and payment of the issue price of the Series K Shares specified in passage 6.
5. The Series K Shares shall be taken up exclusively by holders of the Subscription Warrants who deliver a written representation on taking up the Series K Shares in exercise of the rights from the Subscription Warrants, in exchange for cash contributions.
6. The issue price of the Series K Shares shall be equal to the nominal value of the Series K Shares and shall be PLN



0.40 (forty groszy) per Series K Share. In the event that the nominal value of the Company's shares ("Amended Nominal Value") is changed within the time limit set forth in Par. 1.6 of the Resolution, the issue price of Series K Shares shall be equal to the Amended Nominal Value.

7. Series K Shares shall participate in dividends as follows:
  - 1) Shares first credited to the securities account no later than the dividend record date set forth in the resolution of the General Meeting of the Company on the distribution of profit shall participate in dividends starting from the profit for the previous financial year, i.e. from 1 January of the financial year immediately preceding the year in which Series K Shares were first credited to the securities account;
  - 2) Series K Shares recorded for the first time in the securities account on a date after the dividend date established in the resolution of the General Meeting of the Company on the distribution of profit shall participate in the dividend starting from the profit for the financial year in which Series K Shares were recorded for the first time in the securities account, i.e. from 1 January of that financial year.
  
8. Series K Shares shall be in non-documentary form and shall be dematerialised in accordance with the Act on Trading in Financial Instruments of 29 July 2005.
9. the Company will apply for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange S.A. ("WSE") no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) Series K Shares.

### **§ 3 EXCLUSION OF PRE-EMPTIVE RIGHTS**

1. In the interest of the Company, the existing shareholders of the Company shall be entirely deprived of the pre-emptive right to Subscription Warrants and Series K Shares.
2. The written opinion of the Management Board of the Company justifying the reasons for the exclusion of the pre-emptive right to the Subscription Warrants and the Shares, the proposal to issue the Subscription Warrants free of charge and the proposed issue price for the Shares (art. 433 § 2 and § 6 in connection with art. 453 § 1 CCC) is acknowledged.

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

1. The Management Board of the Company is authorised to take all actions in connection with the issue and issuance of the Subscription Warrants to the EIB, including:
  - 1) to determine the number of Subscription Warrants to be offered for subscription by EBI;
  - 2) to offer to the EBI to take up the Subscription Warrants, including to offer to the EBI a smaller number than the maximum number of the issued Subscription Warrants indicated in this Resolution;
  - 3) to determine specific dates for taking up the Subscription Warrants and other terms and conditions of their issue as the Management Board of the Company deems appropriate;
  - 4) take all factual and legal actions related to the issue and delivery of the Subscription Warrants;
  - 5) to undertake all factual and legal actions necessary for the registration of the Subscription Warrants in the securities depository maintained by the NDS.
  
2. The Management Board of the Company shall be authorised to:
  - 1) undertake all factual and legal actions related to the issue of the Series K Shares to the holders of the Subscription Warrants;
  - 2) undertake all factual and legal actions necessary to register the Series K Shares in the securities depository maintained by NDS;
  - 3) Undertake all factual and legal actions necessary for the Conditional Increase in Share Capital;
  - 4) undertake all factual and legal actions necessary for the admission and introduction of the Series K Shares to

trading on the regulated market of the Warsaw Stock Exchange, including in particular the submission of an application for the admission and introduction of the Series K Shares to trading on the regulated market of the Warsaw Stock Exchange.

#### **§ 5 AMENDMENT TO THE ARTICLES OF ASSOCIATION**

In connection with the conditional increase in the Company's share capital made pursuant to this Resolution, the Extraordinary General Meeting of the Company resolves to amend the Company's Articles of Association by adding a new § 7c after § 7b of the Articles of Association, with the following wording:

##### **"§ 7c**

1. *The Company's share capital is conditionally increased by no more than PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty) through the issue of no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) series K ordinary bearer shares with a nominal value of PLN 0.40 (forty groszy) each.*
2. *The purpose of the conditional capital increase is to grant rights to subscribe for Series K Shares to holders of Series K subscription warrants issued by the Company pursuant to Resolution No. 22 of the Ordinary General Meeting of the Company dated June 14<sup>th</sup>, 2023 regarding the issue of subscription warrants, the full waiver of the pre-emptive right to subscribe for subscription warrants, a conditional share capital increase of the Company, the full waiver of the pre-emptive right to subscribe for shares and amendment to the Articles of Association of the Company (the "Resolution").*
3. *The right to subscribe for series K shares may be exercised no later than June 14<sup>th</sup>, 2033.*
4. *Series K shares shall be covered by cash contributions."*

#### **§ 6 FINAL PROVISIONS**

The Resolution shall come into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 16,687,334 votes "for", 1,028,913 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Resolution 23**  
**of the Ordinary General Meeting of Shareholders**  
**of Ryvu Therapeutics S.A., headquartered in Krakow, Poland**  
**of June 14<sup>th</sup>, 2023**  
**On approval of amendments to the Regulations of the Supervisory Board**

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 391 § 3 of the Commercial Companies Code and § 19 (1) (k) of the Company's Articles of Association, resolves as follows:

##### **§ 1**

The following amendments to the Regulations of the Company's Supervisory Board are hereby approved:

- a) To change the existing wording of § 4.4:

*"Minutes of meetings of the Supervisory Board are signed by all Members of the Supervisory Board present at the meeting, but not later than at the next meeting of the Board."*

to the following:

*"The minutes of the Board meeting shall be signed by at least the Board Member conducting the meeting or managing the voting.";*

- b) To change the existing wording of § 7 (3):

*"Members of the Supervisory Board may participate in its meetings and vote through means of direct remote communication, and in particular they can participate in meetings of the Board via teleconferences or video-conferences. Votes are cast in this procedure by a clear statement of the position of the voting person. Any doubts are resolved by the Chairman of the Supervisory Board."*

to the following:

*"Members of the Board may participate in its meetings and vote by means of direct communication at a distance, and, in particular, participation in Board meetings by means of teleconferencing and videoconferencing is permitted. Casting a vote in these modes shall be done by clearly stating the position of the voter. Doubts are decided by the Chairman of the Board. It is also permissible to adopt resolutions in a mixed mode, i.e. when some of the Board Members participate in the Board meeting in person and at least one Board Member participates in the meeting using means of direct remote communication. Adoption of a resolution using means of direct communication at a distance shall be approved by the Chairman of the Board, who shall take votes from the other Members of the Board."*

- c) To change the existing designation of § 11 to § 12;
- d) To add a new § 11 with the following wording:

**"§ 11**

*Form of transmission of information*

*1.It is permissible to perform the information obligations specified in Article 380<sup>1</sup> § 1 of the Commercial Companies Code in any form, including: electronic, documentary, oral, by means of direct communication at a distance."*

**§ 2**

The Regulations of the Supervisory Board of the Company incorporating the amendments referred to in § 1 are attached hereto.

**§ 3**

The resolution comes into force upon its adoption.

In the ordered open voting on the adoption of the resolution, 17,716,247 valid votes were cast from 13,666,247 shares, representing 59.11% of the share capital; a total of 17,716,247 valid votes were cast, including: 16,687,334 votes "for", 1,028,913 votes "against" and 0 votes "abstaining"; no objections were raised, therefore the Chairman of the Meeting stated that the above resolution was adopted

**Appendix to Resolution No. 23**

**BYLAWS OF THE SUPERVISORY BOARD  
of Ryvu Therapeutics S.A. with its registered office in Kraków ("Company")**

**§ 1**

**General provisions**

1. The Supervisory Board, hereinafter referred to as the Supervisory Board, exercises constant supervision over the Company's activities in all areas of its activity. The scope of the Supervisory Board's competence is determined by the provisions of the Commercial Companies Code, the provisions of the Company's Articles of Association and the provisions of these Regulations.
2. The composition of the Supervisory Board, the method of its selection, as well as the rights and obligations of the Supervisory Board and its individual members are specified in relevant legal provisions, in particular the provisions of the Commercial Companies Code and the provisions of the Company's Articles of Association.

**§ 2**

**Procedure for convening meetings of the Supervisory Board**

1. The Company's Supervisory Board holds meetings at least once a quarter during the financial year.
2. Meetings of the Supervisory Board are held in the Company's registered office, in Warsaw, or in another location specified by the Chair of the Supervisory Board.
3. Meetings of the Supervisory Board are convened by the Chairman of the Supervisory Board.
4. A meeting of the Supervisory Board can be convened by the Chairman at the request of any member of

the Supervisory Board or at the request of the Company's Management Board – submitted to the Chairman of the Supervisory Board in the form of a written request specifying the proposed agenda. If the Chairman fails to convene a meeting at the request of a member of the Supervisory Board or the Management Board within two weeks from the request being made, the requesting person is entitled to convene the meeting of the Supervisory Board.

5. The Chairman of the Supervisory Board convenes meetings by sending invitations to all members of the Board by registered mail or in another way with acknowledgement of receipt. A member of the Supervisory Board may also be notified using other technical means, such as e-mail, telephone, fax, to numbers (addresses) provided to the Chairman of the Supervisory Board.

6. Meetings of the Supervisory Board are regarded as correctly called, if the Chairman of the Board notifies all members of the Board of the date and time of the meeting during previous meeting, however in such case, the absent members of the Board are invited in accordance with §2 (5) of these Rules.

7. A meeting of the Supervisory Board may also take place without being formally convened, if all members of the Supervisory Board are present and nobody opposes its being held or any specific points of the agenda.

8. An invitation to a meeting of the Supervisory Board should specify the location and time of starting the meeting and the meeting's agenda. With regard to matters requiring additional materials, they should be supplied together with the notice.

9. An invitation to a meeting of the Supervisory Board should be delivered to all members of the Supervisory Board at least 3 (three) days before the planned date of the meeting. In the event of important matters, the Chairman may shorten this deadline.

### **§ 3**

#### **Agenda for the meeting of the Supervisory Board**

1. The agenda of the meeting is announced by the Chairman at the beginning of each meeting of the Supervisory Board.

2. In particularly justified cases, each member of the Supervisory Board is entitled to request the addition of additional points to the meeting's agenda, after the meeting is opened by the Chairman. Such requests are voted by the Supervisory Board.

### **§ 4**

#### **Manner of meetings of the Supervisory Board**

1. Meetings are held in accordance with the agenda adopted by the Board.
2. Minutes are taken of all meetings of the Supervisory Board. The Chairman of the Supervisory Board should attach a list of attendance to the minutes.
3. The Company's Management Board, individual members of the Management Board and other people may participate in meetings of the Supervisory Board, if invited, except for matters which are related to them personally. Invitations are issued by the Chairman of the Supervisory Board.
4. The Minutes of the Supervisory Board meeting shall be signed by at least the Chairman of the Board or a Supervisory Board Member designated by the Chairman.
5. Minutes of the Supervisory Board's meetings are kept in the Company's registered office. Each member of the Board is entitled to receive a copy of the minutes accepted by the Board.

#### **§ 5**

##### **Chairman of the Supervisory Board**

1. Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board.
2. During the Supervisory Board meeting, the Chairman of the Supervisory Board performs, in particular, the following activities:
  - a) gives the floor to participants in the debate;
  - b) participates, if required, in editing the text of motions subject to voting;
  - c) orders voting, informs members of the Supervisory Board of voting rules and the procedure for passing resolutions, and announces results of voting;
  - d) ensures to a person opposing a resolution the ability to briefly justify his/her dissent;
  - e) enables entering in the minutes written statements of members of the Supervisory Board who so request;
  - f) in justified cases, announces short breaks in the session which do not constitute the adjournment of the meeting;
  - g) makes decisions of a procedural nature;
  - h) closes the meeting of the Supervisory Board after all the items on the agenda have been discussed.

#### **§ 6**

##### **Adoption of the resolutions**

1. Resolutions of the Supervisory Board are valid provided that all members of the Board have been invited. The Supervisory Board passes resolutions, if at least half of its members are present at the meeting, including members who participate in the meeting through means of direct remote communication.
2. Votes are cast in an open ballot. A secret ballot is arranged for elections and in respect of requests for dismissing members of the Company's Management Board or its liquidators, holding liable, or in personal matters, and on request of at least one member of the Board.
3. Resolutions of the Supervisory Board are passed by an absolute majority of votes. In the case of equal numbers of votes, the Chairman has a casting vote.

#### **§ 7**

##### **Adoption of the resolutions in special modes**

1. Members of the Supervisory Board can pass resolutions in writing or by using means of direct remote communication.
2. A vote in a written ballot is cast by delivering by registered mail, courier mail, fax or personally to the Company's address a message specifying the stance of the Supervisory Board member, within the deadline for casting the vote. No reply within the deadline is treated as a vote "against" cast by the Supervisory Board member.
3. Members of the Supervisory Board may participate in its meetings and vote through means of direct remote communication, and in particular they can participate in meetings of the Board via teleconferences or videoconferences. Votes are cast in this procedure by a clear statement of the position of the voting person. Any doubts are resolved by the Chairman of the Supervisory Board. It is also permissible to adopt resolutions in a mixed mode, i.e. when some of the Board Members participate in the Board meeting in person and at least one Board Member participates in the meeting using means of direct remote communication. Adoption of a resolution using means of direct remote communication is approved by the Chairman of the Board, who takes

votes from the other Board Members.

4. The resolution adopted pursuant to § 7 is valid when all members of the Supervisory Board have been notified of the contents of the proposed resolution.

5. The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication also in matters for which the Company's statute or these Regulations provide a secret ballot, provided that no Member of the Supervisory Board raises an objection.

## **§ 8**

### **Voting through another member of the Supervisory Board**

1. Resolutions of the Supervisory Board can be adopted by voting in writing through another member of the Board.
2. A member of the Supervisory Board who intends to cast a vote in writing through another member of the Supervisory Board, provides his/her vote in writing to the other member of the Board stating clearly his/her stance. A sole signature placed under a resolution is treated as a vote “for” cast by the Supervisory Board member.
3. A vote may not be cast in writing in matters added to the agenda at the meeting of the Supervisory Board.

## **§ 9**

### **Audit Committee**

1. The Supervisory Board appoints members of the Audit Committee, including its Chairman.
2. Members of the Audit Committee are appointed among the members of the Supervisory Board.
3. The Audit Committee consists of at least three members.
4. Most members of the Audit Committee, including its chairman, meet the criterion of independence, in particular within the meaning of Art. 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (Journal of Laws of 2017, item 1089), and at least one member of the Audit Committee, shall meet the knowledge and skills criteria specified in art. 129.1.5 of the abovementioned Act.
5. The tasks of the Audit Committee include in particular:
  - 1) monitoring of:
    - a) the financial reporting process;
    - b) effectiveness of internal control systems and risk management systems as well as the internal audit, also in respect of financial reporting;
    - c) carrying out financial audit activities, in particular audits carried out by an audit company, taking into account all the conclusions and findings of the Audit Supervision Commission which result from an inspection carried out in the audit company;
  - 2) controlling and monitoring the independent status of the auditor and the audit company, in particular when other, non-audit services are provided to the public interest company by the audit firm;
  - 3) informing the supervisory board or another supervisory or controlling body of the public interest entity of the results of the audit and explaining how the audit contributed to the reliability of the financial reporting in the public interest entity, and the role of the audit Committee in the auditing process;
  - 4) reviewing the independence of the auditor and giving consent to permitted non-audit services provided by him to the public interest entity;
  - 5) drawing up a policy for selecting an audit company to be charged with the audit of the company;
  - 6) drawing up a policy for providing permitted non-audit services by the audit company which conducts the audit, its related entities, and by a member of the audit company's network;
  - 7) determining the procedure for the public interest entity selecting an audit company;
  - 8) presenting the supervisory board or another supervisory or controlling body, or the body referred to in Art. 66 (4) of the Accounting Act of 29 September 1994, the recommendations referred to in Art. 16 (2) of Regulation 537/2014, in accordance with the policies referred to in points and 6;
  - 9) submitting recommendations aimed at ensuring the reliability of the financial reporting process in the public interest entity.
6. The principles of the Supervisory Board's operation, i.e. in particular holding meetings and adopting resolutions by the Supervisory Board shall apply accordingly to the functioning of the Audit Committee, unless the Audit Committee decides otherwise.

**§ 10**  
**Remuneration Committee**

1. The Supervisory Board appoints and dismissed members of the Remuneration Committee, including its Chairman.
2. Members of the Remuneration Committee, including its Chairman, are appointed among the Supervisory Board Members.
3. The Remuneration Committee consists of at least three Members.
4. In particular, the competencies of the Supervisory Board comprise:
  - 1) Regarding the remuneration of members of the Company's Management Board:
    - a) assessing the basic salary, bonuses and share-based compensation received by members of the Company's Management Board in relation to the scope of duties of members of the Company's Management Board and the manner of their performance, as well as market conditions,
    - b) presenting proposals to the Supervisory Board regarding appropriate forms of contracts with members of the Company's Management Board and the amount of their remuneration,
  - 2) Regarding directors and senior employees' remuneration:
    - a) making a general assessment of the correctness of the Company's policy regarding remuneration of the directors and senior employees,
    - b) issuing general recommendations to the Company's Management Board regarding the level and of remuneration for directors and senior employees,
    - c) monitoring the level and structure of remuneration for directors and senior employees based on relevant information provided by the Company's Management Board,
  - 3) Regarding share-based compensation that can be granted to members of the Management Board and employees of the Company:
    - a) discussing the general principles for implementing equity incentive programs based on shares, share options, subscription warrants,
    - b) presenting proposals to the Supervisory Board in this respect,
    - c) presenting proposals to the Supervisory Board regarding equity incentive programs.
5. The principles of the Supervisory Board's operation, in particular holding of meetings and the adoption of resolutions by the Supervisory Board shall apply accordingly to the Remuneration Committee, unless the Remuneration Committee decides otherwise.

**§ 11**  
**Form of providing information**

1. It is permissible to perform the information obligations specified in Article 3801 § 1 of the Commercial Companies Code in any form, including: electronic, documentary, oral, by means of direct communication at a distance.

**§ 12**  
**Final Provisions**

1. The costs of the Supervisory Board's activities shall be borne by the Company.
2. Any amendment to these Regulations requires a resolution of the Company's Supervisory Board. The amendment to the Regulations comes into force upon the approval of such a resolution of the Supervisory Board by way of a resolution of the General Meeting.
3. These Regulations shall enter into force upon its approval by way of a resolution of the General Meeting.