

Draft resolutions for the Ordinary General Meeting of ManyDev Studio SE

**„Resolution No. 1
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024
on the election of the Chairman of the Ordinary General Meeting**

Acting pursuant to Article 409 § 1 of the Commercial Companies Code, the Ordinary General Meeting of the Company resolves:

§ 1

To elect as Chairman of the Ordinary General Meeting of the Company to be held on June 24th 2024 Ms./Ms. _____ .

§ 2

The resolution comes into force upon its adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

The resolution concerns a point of order. Election of the Chairman of the General Meeting is a statutory requirement provided for in Article 409 § 1 of the Commercial Companies Code. Pursuant to the provisions of the aforementioned provision, the Chairman of the General Meeting is responsible for the course of the General Meeting, decides on whether to take part in the voting, gives the floor, states the contents of the resolutions to be voted on, and also confirms after the voting whether they have been adopted. Without the election of the Chairman the General Meeting is not authorized to adopt effective resolutions.

**„Resolution No. 2
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024
on the adoption of the agenda of the Ordinary General Meeting**

The Ordinary General Meeting of the Company resolves as follows:

§ 1

1. Opening of the Meeting;
2. Electing the Chairperson of the Meeting;

3. Confirmation of the correctness of convening the General Meeting and its capacity to adopt binding resolutions.
4. Approval of the agenda of the Meeting.
5. Consideration of the following presented by the Management Board:
 - 1) The Management Board's report on the Company's activities in 2023;
 - 2) Financial statements of the Company for the year ended 31st of December 2023;
 - 3) the Management Board's proposal to cover the net loss for 2022 and 2023,
6. Examination of the report presented by the Supervisory Board;
 - 1) Report on the activities of the Supervisory Board in the financial year 2023.
7. Consideration of proposals of the Supervisory Board regarding:
 - 1) Approval of the report of the Management Board on the Company's activities in 2023;
 - 2) Approval of the Company's financial statements for the year ended 31st of December 2023;
 - 3) adopting a resolution on covering the loss in accordance with the Management Board's proposal,
 - 4) Granting a vote of acceptance to members of the Company's Management Board and Supervisory Board confirming the discharge of their duties for the financial year 2023.
8. Adoption of resolutions regarding:
 - 1) Approval of the Management Board report on the operations of ManyDev Studio SE for the financial year ended 31st of December 2023;
 - 2) Approval of the Company's financial statements for the financial year ended 31st of December 2023;
 - 3) Approval of the Supervisory Board's report on its activities in 2023;
 - 4) covering the net loss for the financial year 2022;
 - 5) covering the net loss for the financial year 2023;
 - 6) Granting acknowledgement of the fulfilment of duties by individual Members of the Company's Management Board in the financial year 2023;
 - 7) Granting acknowledgement of the fulfilment of duties to individual Members of the Company's Supervisory Board in respect of the financial year 2023;
 - 8) Issuing an opinion on the report on remuneration of the Company's Management Board and Company's Supervisory Board covering the financial year 2023,
 - 9) increasing the Company's share capital through the issue of series J bearer shares, carried out as part of a private subscription, depriving the existing shareholders of the entire pre-emptive right and the related amendment to the Company's Articles of Association,
 - 10) Adopting resolutions on personal changes in the Company's Supervisory Board.
9. Closing of the meeting.

§ 2

The resolution comes into force upon its adoption.”

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

The resolution is of procedural nature. The General Meeting debates according to the adopted agenda, and according to the disposition of article 404 § 1 of the Commercial Companies Code, a properly convened General Meeting may only effectively vote on resolutions included in the agenda, unless the entire share capital is represented at the General Meeting and none of the participants raises an objection to voting above the subject of the agenda. The agenda is provided in the notice convening the Ordinary General Meeting of Shareholders.

**„Resolution No. 3
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024**

on the approval of the Board of Director's report on the activities of ManyDev Studio SE for
the financial year ended 31 December 2023

Acting in virtue of art. 395 § 2 item 1) of Commercial Companies Code and § 33 par. 1 item 2) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

The management report of ManyDev Studio SE for the period from 1 January 2023 to 31 December 2023, including the Board of Directors' report on the Company's activities for 2023, is hereby approved.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Board on the Company's activities is subject to review and approval by the General Meeting of the Company in accordance with Article 395 § 2(1) of the Code of Commercial Companies and § 33.1(2) of the Company's Articles of Association and constitutes the exclusive competence of the General Meeting of the Company.

The Report of the Management Board on the operations of ManyDev Studio SE for the financial year ended December 31, 2023 has been prepared in accordance with the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information provided by issuers of securities and the conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws, item 757).

The report of the Management Board on the Company's operations for the financial year ended 31 December 2023 was adopted by the Company's Management Board on 6 May 2024, and the Company's Supervisory Board has positively assessed the report, stating that it has been prepared in accordance with the books and documents as well as with the facts. The report covers significant matters concerning the Company's operations in 2023 and presents fairly and clearly the Company's property, economic

and financial situation, as well as its development. The Company's Supervisory Board requested the General Meeting of Shareholders to approve the said report.

**Resolution No. 4
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024**

on the approval of the Company's financial statements for the fiscal year ended December 31, 2023.

Acting pursuant to art. 395 § 2 point 1) of the Commercial Companies Code and art. 53 section 1 of the Accounting Act of 29 September 1994 and § 33 section 1 point 2) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

§ 1

The Company's financial statements for the financial year ended December 31, 2023, are hereby approved, including:

- 1) statement of financial position prepared as at 31 December 2023, which on the assets and liabilities side shows the amount of PLN 539.000 (five hundred and thirty nine thousand zloty),
- 2) a financial statement of comprehensive income for the financial year from 1 January 2023 to 31 December 2023, which discloses a net loss of PLN (-) 1.503.000 (one million five hundred and three thousand zloty), and a comprehensive income of PLN (-) 0 (zero thousand zloty),
- 3) statement of changes in equity for the financial year from 1 January 2023 to 31 December 2023, which discloses an reduction in equity by PLN (-) 1.503.000 (one million five hundred and three thousand zloty),
- 4) cash flow statement for the financial year from 1 January 2023 to 31 December 2023, which shows an decrease in cash by PLN 447.000 (four hundred forty seven thousand zloty),
- 5) additional information on the adopted accounting principles (policy) and other explanatory information.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

The Company's financial statements are subject to review and approval by the Company's General Meeting of Shareholders in accordance with Article 395 § 2(1) of the Commercial Companies Code and § 33.1(2) of the Company's Articles of Association, and constitute an exclusive competency of the Company's General Meeting of Shareholders. The financial statements of the Company for the financial year ended 31 December 2022 have been prepared in accordance with the financial reporting standards applied by the Company and the generally applicable laws, including the requirements set forth in the Accounting Act of 29 September 1994.

The Company's financial statements for the fiscal year ended December 31, 2023 were adopted by the Board of Directors on May 6, 2024, and the Company's Supervisory Board has favorably evaluated the statements, stating that they have been prepared in accordance with the books and documents as well as with the facts, and has requested the Company's General Meeting of Shareholders to approve them.

Resolution No. 5
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024
on approval of the report of the Supervisory Board on its activities in 2023

§ 1

The Ordinary General Meeting of the Company, having reviewed the report of the Company's Supervisory Board on the activities of the Supervisory Board in 2023, including:

- 1) assessment of the financial statements of ManyDev Studio SE for the financial year ended 31 December 2023 and the report of the Board of Directors on the activities of ManyDev Studio SE in 2023 in terms of their conformity with the books and documents as well as with the facts;
- 2) A detailed report on the activities of the Supervisory Board in 2023;
- 3) Recommendations to the Ordinary General Meeting;

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to §382 art. 3 of the Commercial Companies Code and § 23 art. 2 point 1) of the Company's Articles of Association, the duties of the Supervisory Board include evaluation of the reports referred to in §395 art. 2 point 1) of the Commercial Companies Code, in terms of their consistency with the books and documents, as well as with the facts, and proposals of the Management Board concerning distribution of profit or coverage of loss, as well as submitting an Ordinary written report on the results of such evaluation to the General Shareholders Meeting. At the same time, the Supervisory Board, while supervising the Company's activity, including within the scope of fulfilling its duties resulting from the aforementioned regulations, is obliged to submit binding statements concerning the functioning of the Company or its particular bodies. The Supervisory Board, in accordance with the regulations arising from the set of principles of corporate governance adopted by Resolution of the Stock Exchange Board

No. 13/1834/2021 of 29 March 2021 entitled "Best Practices of WSE Listed Companies 2021" (hereinafter: DPSN2021), when preparing the Report on the Activities of the Supervisory Board in 2022 should take into account the issues covered by Rule 2.11, but the Company does not apply Section 2.11.6 of this rule. The Report on the Activities of the Supervisory Board for the financial year ended 31 December 2023 was adopted by the Supervisory Board on 27 May 2024 and reflects in detail the manner in which the Supervisory Board functions and performs its duties, which is important from the point of view of the General Meeting's obligation to assess the work of the Company's bodies, including its members, and to pass a resolution on discharging them from their duties in a given financial year.

Resolution No. 6
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024
regarding coverage of the net loss for the 2022 financial year

Acting pursuant to Art. art. 395 § 2 point 2) and art. 348 § 1 of the Commercial Companies Code, and § 28 point 2) of the Company's Statute, the Ordinary General Meeting of the Company resolves as follows:

§ 1

The Ordinary General Meeting of the Company decides that the net loss of the Company for the financial year ended December 31, 2022 in the amount of PLN (-) 3.516.387,15 (three million five hundred and sixteen thousand, three hundred and eighty seven zlotys 15/100) will be covered from the profit from future years.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 2) of the Commercial Companies Code and § 28 point 2) of the Company's Articles of Association, the subject of the Ordinary General Meeting is to adopt a resolution on the distribution of profit or coverage of loss. At the same time, adopting a resolution on this subject, as well as on setting the dividend date and the date of its payment, is the exclusive competence of the General Meeting. Due to the fact that the expert auditing the financial statements for 2022 refused to issue an opinion, this resolution could not be adopted at the AGM taking place in 2023.

Resolution No. 7
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024
regarding coverage of the net loss for the 2023 financial year

Acting pursuant to Art. art. 395 § 2 point 2) and art. 348 § 1 of the Commercial Companies Code, and § 28 point 2) of the Company's Statute, the Ordinary General Meeting of the Company resolves as follows:

§ 1

The Ordinary General Meeting of the Company decides that the net loss of the Company for the financial year ended December 31, 2023 in the amount of PLN (-)1.503.068,15 (one million five hundred and three thousand, sixty eight zlotys 15/100) will be covered from the profit from future years.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 2) of the Commercial Companies Code and § 28 point 2) of the Company's Articles of Association, the subject of the Ordinary General Meeting is to adopt a resolution on the distribution of profit or coverage of loss. At the same time, adopting a resolution on this subject, as well as on setting the dividend date and the date of its payment, is the exclusive competence of the General Meeting.

**Resolution No. 8
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024**

on granting a vote of acceptance to Mr. Bartłomiej Bartula, President of the Management Board, for the fulfillment of his duties, in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 pint 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Bartłomiej Bartula is hereby granted a vote of acceptance for the performance of the duties of President of the Management Board of the Company within the period from 1 of January 2023 to 17 of November 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfillment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

Resolution No. 9
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024

on granting a vote of acceptance to Mr. Robert Szmickowski, President of the Management Board, for the fulfillment of his duties, in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Bartłomiej Bartula is hereby granted a vote of acceptance for the performance of the duties of President of the Management Board of the Company within the period from 28 of November 2023 to 31 of December 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfillment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

Resolution No. 10
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024

on granting the vote of acceptance to Mr. Marcin Wenus, Chairman of the Supervisory Board, for performance of his duties in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Marcin Wenus is hereby granted a vote of acceptance for the fulfillment of duties of the Chairman of the Supervisory Board of the Company within the period from 1st January 2023 to 31st December 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

**Resolution No. 11
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024**

on granting the vote of acceptance to Mr. Maksymilian Graś, for performance of his duties of Supervisory Board Member of the Company in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Maksymilian Graś is hereby granted a vote of acceptance for the fulfillment of duties of the member of the Supervisory Board of the Company within the period from 1st January 2023 to 31st December 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

**Resolution No. 12
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024**

on granting the vote of acceptance to Mr. Robert Pakla, for performance of his duties of Supervisory Board Member of the Company in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Robert Pakla is hereby granted a vote of acceptance for the fulfillment of duties of the member of the Supervisory Board of the Company within the period from 1st January 2023 to 29th May 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

**Resolution No. 13
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024**

on granting the vote of acceptance to Mr. Tomasz Stajszczak, for performance of his duties of Supervisory Board Member of the Company in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Tomasz Stajszczak is hereby granted a vote of acceptance for the fulfillment of duties of the member of the Supervisory Board of the Company within the period from 1st January 2023 to 31th December 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General

Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

Resolution No. 14
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024

on granting the vote of acceptance to Mr. Lech Klimkowski, for performance of his duties of Supervisory Board Member of the Company in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Lech Klimkowski is hereby granted a vote of acceptance for the fulfillment of duties of the member of the Supervisory Board of the Company within the period from 1st January 2023 to 11th December 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

Resolution No. 15
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024

on granting the vote of acceptance to Mr. Pawel Filipek, for performance of his duties of Supervisory Board Member of the Company in the financial year 2023

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

§ 1

Mr. Pawel Filipek is hereby granted a vote of acceptance for the fulfillment of duties of the member of the Supervisory Board of the Company within the period from 28th June 2023 to 31th December 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting. The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

Resolution No. 16
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024

on issuing an opinion concerning the report on remuneration of the members of the Management Board and the Supervisory Board of ManyDev Studio SE for the year 2023

§ 1

The Ordinary General Meeting of the Company, acting pursuant to Article 395 § 2(1) of the Commercial Companies Code in connection with Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2022, item 2554) expresses its positive opinion on the Supervisory Board's Report on the remuneration of the Management Board and Supervisory Board of ManyDev Studio SE for the financial year 2023.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Article 395 § 2(1) of the Commercial Companies Code and Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2022, item 2554), and in accordance with the provisions of the Remuneration Policy for the Members of the Management Board and Supervisory Board of ManyDev Studio SE, the subject of the Ordinary General Meeting is the adoption of a resolution on issuing an opinion by the Ordinary General Meeting on the remuneration report which the Supervisory Board is obliged to prepare. The resolution is advisory in nature. At the same time, adopting a resolution on this subject is the exclusive competence of the General Meeting.

Resolution No. 17
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024

regarding the increase of the Company's share capital through the issue of series J bearer shares, carried out as part of a private subscription, with the deprivation of the entire pre-emptive right of the existing shareholders and the related amendment to the Company's Articles of Association

Acting pursuant to art. 430 § 1, art. 431 § 1 and § 2 pkt 1 and art. 433 § 2 of the Commercial Companies Code and § 8 sec. 1 and 2 of the Company's Articles of Association, the Ordinary General Meeting adopts the following resolution:

§ 1

1. The share capital of the Company shall be increased by the amount of EUR 120 000.00 (one hundred twenty thousand euros), i.e. from the amount of EUR 452 000.00 (four hundred fifty two thousand euros) to the amount of EUR 572 000.00 (five hundred seventy two thousand euros).
2. The share capital increase, referred to above in section 1, shall be effected by way of the issue of 6 000 000 (six million) series J ordinary bearer shares with a nominal value of EUR 0.02 (two eurocents) each (hereinafter: "Series J Shares").
3. The issue price of Series J Shares will be set at 0.02 EUR (two eurocents).
4. Series J Shares shall be covered in full by cash contribution before the registration of the share capital increase.
5. No special rights will be attached to Series J Shares.
6. Series J Shares will not have a form of a document.
7. Series J Shares, which will be recorded in the securities account:
 - a. no later than on the dividend day, will participate in the profit starting from the profit disclosed for the previous financial year, i.e. from January 1 of the financial year preceding the year in which these shares were recorded in the securities account;
 - b. on the day after the dividend date, participate in the profit starting from the profit disclosed for the financial year in which these shares were recorded in the securities account, i.e. from January 1 of that financial year.
8. The issue of Series J Shares will take place by the way of private placement within the meaning of art. 431 § 2 point 1 of the Commercial Companies Code. The offer to acquire Series J Shares as part of a private placement will be addressed to a total of less than 150 (one hundred fifty) natural persons, legal persons or organizational units that are not legal persons and which are granted legal capacity under the act, as chosen by the Company's Management Board.
9. Due to the fact that Series J Shares will be offered as part of a private placement to a total of less than 150 persons, there will be no obligation to publish a prospectus, in accordance with Art. 1 sec. 4 letter b) 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 (Journal of Laws EU L. of 2017, No. 168, p. 12).

10. Series J Shares subscription agreements will be concluded no later than within 7 (seven) days following the date of adoption of this resolution.
11. General Meeting of Shareholders hereby authorizes and commits the Company's Management Board to:
 - a. conduct a private placement of Series J Shares, including but not limited to conclude Series J Shares subscription agreements;
 - b. submitting an offer to acquire all Series J Shares to persons selected by the Company's Management Board;
 - c. perform all factual and legal activities related to the issue of Series J Shares;
 - d. entry of Series J Shares in the register of shareholders or deposit of Series J Shares in a deposit kept by an authorized entity (investment company);
 - e. take other actions necessary to implement this resolution.

§ 2

In the interest of the Company, pursuant to art. 433 § 2 of the Commercial Companies Code, the existing shareholders' preemptive rights to Series J Shares shall be fully deprived. The opinion of the Company's Management Board regarding the deprivation of the preemptive right to Series J Shares presented to the General Meeting is acknowledged.

§ 3

1. It is hereby resolved to apply for the admission and introduction of Series J Shares into trading on a regulated market of the Warsaw Stock Exchange ("WSE"), and also to perform any necessary actions related to the application for the admission and introduction of Series J Shares into trading on a regulated market of the WSE.
2. It is hereby resolved to dematerialize Series J Shares and, to authorize the Company's Management Board to enter into an agreement with the National Depository of Securities S.A. (i.e. KDPW S.A.) regarding the registration of Series J Shares, and to undertake any actions related to the dematerialization of Series J Shares.

§ 4

Following the hereby increase in the share capital of the Company, adopted pursuant to § 1 of this resolution, the Ordinary General Meeting of the Company amends § 6 of the Company's Articles of Association in such a way that it receives the following new wording:

„§ 6

1. The Company's share capital is EURO 572,000.00 (five hundred seventy two thousand euros).
2. The Company's share capital is divided into 28,800,000 (twenty eight million eight hundred thousand) shares with a nominal value of EUR 0.02 (two euro cents) per share.
3. The share capital shall be divided into:
 - A2 series shares in the number of 235,700 (two hundred and thirty-five thousand seven hundred) bearer shares from number 000.001 to number 235,700, with a nominal value of EUR 0.02 (two euro cents) each share;
 - B series shares in the number of 40,000 (forty thousand) bearer shares from number 00.001 to number
 - 40,000, with a par value of EUR 0.02 (two euro cents) per share;

- C series shares in the number 107,000 (one hundred and seven thousand) bearer shares from number 000.001 to number
- 107,000, with a par value of EUR 0.02 (two euro cents) per share;
- D series shares in the number of 200,000 (two hundred thousand) bearer shares from number 000.001 to number 200,000, having the nominal value of EUR 0.02 (two euro cents) each share;
- E series shares in the number of 600,000 (six hundred thousand) bearer shares from number 000,001 to number 600,000, having the nominal value of EUR 0.02 (two euro cents) each share;
- F series shares in the number of 5,076,300 (five million seventy-six thousand three hundred) bearer shares from number 0,000,001 to number 5,076,300, with a nominal value of EUR 0.02 (two euro cents) each share,
- G-series shares in the number of 741,000 (seven hundred and forty-one thousand) bearer shares from number 000,001 to number 741,000, in the nominal value of EUR 0.02 (two euro cents) each share,
- H-series shares in the number of 14,000,000 (fourteen million) bearer shares from number 00,000,001 to number 14,000,000, with a nominal value of EUR 0.02 (two euro cents) per share,
- I-series shares in the number of 1,600,000 (one million six hundred thousand) bearer shares from number 00,000,001 to number 01,600,000, with a nominal value of EUR 0.02 (two euro cents) each share;
- J-series shares in the number of 6,000,000 (six million) bearer shares from number 00,000,001 to number 06,000,000, with a nominal value of EUR 0.02 (two euro cents) each share.

§ 5

The resolution enters into force upon its adoption, subject to the provisions of the Commercial Companies Code.

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to § 8 section 1 and 2 of the Company's Articles of Association and Art. 430 § 1 of the Commercial Companies Code, in accordance with the regulations contained in Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the statute of a European company (SE) (Journal of Laws of the EU L. of 2001, No. 294, page 1, as amended) and in connection with the provisions of the Act of March 4, 2005 on the European Economic Interest Grouping and the European Company (consolidated text: Journal of Laws of 2022, item 259), the increase in share capital constitutes exclusive competence of the General Meeting of Shareholders.

Adopting a resolution to increase the share capital of the Company is justified by the need to recapitalize the Company and obtain funds to maintain and develop its operations, as well as to repay the due liabilities of the Company.

Resolution No. 18
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024
regarding the dismissal of a member of the Company's Supervisory Board

§1

Based on Article. 385 §1 of the Commercial Companies Code and § 18 section 1 of the Company's Articles of Association, the Extraordinary General Meeting dismisses Mr./Ms. from the position of member of the Company's Supervisory Board.

§2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to §18 section 1 of the Company's Articles of Association, the Supervisory Board consists of 5 members elected by the General Meeting. Appointing and dismissing members of the Supervisory Board falls within the competence of the General Meeting.

Resolution No. 19
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024
regarding the appointment of a member of the Company's Supervisory Board

§1

Based on Article. 385 §1 of the Commercial Companies Code and § 18 section 1 of the Company's Articles of Association, the Extraordinary General Meeting appoints Mr./Ms. as a member of the Company's Supervisory Board.

§2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to §18 section 1 of the Company's Articles of Association, the Supervisory Board consists of 5 members elected by the General Meeting. Appointing and dismissing members of the Supervisory Board falls within the competence of the General Meeting.

**Resolution No. 20
of the Ordinary General Meeting of
ManyDev Studio SE with its registered office in Warsaw
of June 24th 2024**

regarding specifying the number of members of the Company's Supervisory Board

§1

Based on Article. 385 §1 of the Commercial Companies Code and § 18 section 1 of the Company's Articles of Association, the Extraordinary General Meeting determines that the Company's Supervisory Board consists of ... members.

§2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to §18 section 1 of the Company's Articles of Association, the Supervisory Board consists of 5 to 9 members. The number of members is determined by the General Meeting by resolution.