**Draft resolutions for the Extraordinary General Meeting of ManyDev Studio SE**

**„Resolution No.1**

**of the Extraordinary General Meeting of**

**ManyDev Studio SE with its registered office in Warsaw**

**of** **November 10th 2022**

on the election of the Chairman of the Extraordinary General Meeting

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

§ 1

To elect as Chairman of the Extraordinary General Meeting of the Company to be held on November 10th 2022 Ms./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ .

§ 2

The resolution comes into force upon its adoption."

*JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL ASSEMBLY*

*The resolution concerns a point of order. The election of the Chairman of the General Meeting is a statutory requirement under Article 409 § 1 of the Commercial Companies Code. According to the disposition of the cited provision, the Chairman of the General Meeting is responsible for the conduct of the General Meeting, decides whether to proceed to the vote, gives the floor, states the content of the resolutions to be voted on, and states after the vote whether they have been adopted. Without the election of a Chairman, the General Meeting has no authority to pass effective resolutions.*

**„Resolution No.2**

**of the Extraordinary General Meeting of**

**ManyDev Studio SE with its registered office in Warsaw**

**of November 10th 2022**

on Recission of the secrecy of the Meeting on the election of the Returning Committee.

§1

Acting pursuant to Article 420 § 3 of the Code of Commercial Companies, the Extraordinary General Meeting of the Company decides to waive the secrecy of voting in the election of the Returning Committee.

§2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

*Adoption of the above resolution results from Article 420 § 3 of the Code of Commercial Companies, which provides for the possibility of adopting a resolution to waive the secrecy of voting in matters concerning the election of a committee appointed by the General Meeting. The Ballot-Counting Committee is a committee appointed by the General Meeting, so there is a possibility to waive the secrecy of the vote on the election of this committee. In the event that there is no motion to adopt a resolution to waive the secrecy of voting in the election of the Ballot-Counting Committee, the resolution will not be adopted.*

**„Resolution No. 3**

**of the Extraordinary General Meeting of**

**ManyDev Studio SE with its registered office in Warsaw**

**of November 10th 2022**

election of the Returning Committee

§1

The following persons are appointed as members of the Returning Committee:

1. Ms/Mr\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_;
2. Ms/Mr\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_;
3. Ms/Mr\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_;

§2

The resolution comes into force upon its adoption.”

ALTERNATIVELY

**„Resolution No. 3**

**of the Extraordinary General Meeting of**

**ManyDev Studio SE with its registered office in Warsaw**

**of November 10th 2022**

on resignation of the election of the Returning Committee

§1

The Extraordinary General Meeting of the Company resolves to resign from the election of the Scrutiny Committee at the Extraordinary General Meeting of the Company to be held on October 10th, 2022, and to entrust its duties to the Chairman of the Extraordinary General Meeting of the Company.

§ 2

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

*The resolution concerns a matter of order. Referring, inter alia, to Article 420 § 3 of the Commercial Companies Code, the General Meeting may appoint a ballot counting committee, whose task is to count the votes cast by shareholders during the General Meeting in order to ensure the proper conduct of the General Meeting. However, in justified cases, it may be reasonable to request that the election of a ballot counting committee be waived, which may accelerate the process of counting votes, while not affecting its reliability and correctness, particularly when this function is entrusted to the Chairman of the General Meeting pursuant to Article 409 § 1 of the Commercial Companies Code.*

**„Resolution No. 4**

**of the Extraordinary General Meeting of**

**ManyDev Studio SE with its registered office in Warsaw**

**of November 10th 2022**

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of the Company resolves as follows:

§ 1

1. Opening of the Meeting.
2. Election of the Chariman of the Meeting.
3. Confirmation of the correctness of the convening of the Meeting and its ability to adopt binding resolutions.
4. Recission of the secrecy of the Meeting on the ecelction of the Returning Committee.
5. Resignation of the election of the Returning Committee/Election of the Returning Committee.
6. Adoption of the agenda of the Meeting.
7. Adoption of resolutions on:
8. The continued existence of the Company;
9. Appointment of a member of the Company’s Supervisory Board.
10. 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 procedural in nature. The General Meeting deliberates in accordance with the adopted agenda, and in accordance with the disposition of Article 404 § 1 of the Commercial Companies Code, a duly convened General Meeting may effectively vote only on the resolutions included in the agenda, unless the entire share capital is represented at the General Meeting and no one attending has objected to voting beyond the subject of the agenda. The agenda is provided for in the notice convening the Extraordinary General Meeting.*

**„Resolution No.5**

**of the Extraordinary General Meeting of**

**ManyDev Studio SE with its registered office in Warsaw**

**of November 10th 2022**

on the continued existence of the company

§1

Acting pursuant to Article 397 of the Commercial Companies Code, in connection with the preparation of the balance sheet by the Board of Directors showing a loss exceeding the sum of supplementary and reserve capitals and one-third of the share capital, the Extraordinary General Meeting resolves to continue the Company's existence.

§2

The resolution comes into force upon its adoption.”

*JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING*

*Pursuant to Article 397 of the Commercial Companies Code, the Board of Directors, upon learning that the balance sheet prepared by the Board of Directors will show a loss exceeding the sum of supplementary and reserve capitals and one-third of the share capital, is obliged to convene a General Meeting. The Company's Board of Directors passed a resolution to ask the General Meeting to pass a resolution on the subject. Adoption of a resolution on the continued existence of the Company is a power of the General Meeting. Adopting a resolution on the Company's continued existence is justified by the interests of the Company.*

**„Resolution No. 6**

**of the Extraordinary General Meeting of**

**ManyDev Studio SE with its registered office in Warsaw**

**of November 10th 2022**

on the appointment of a member of the Supervisory Board of the Company

§1

Pursuant to Article 385 §1 of the Code of Commercial Companies 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 comes into force upon its adoption.”

*JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING*

*According to §18 section 1 of the Company's Articles of Association, the Supervisory Board consists of 5 members elected by the General Meeting. Appointment and dismissal of Supervisory Board members is within the competence of the General Meeting. As a result of the resignation of a member of the Supervisory Board, it was necessary to appoint a new person to the Company's Supervisory Board.*