**FORM**

**allowing the exercise of voting rights by proxy**

**at the Extraordinary General Meeting of Shareholders of the Company**

**ManyDev Studio European Company with its registered seat in Warsaw**

**POWER OF ATTORNEY**

**Shareholder - Principal**

|  |  |  |
| --- | --- | --- |
| **Name/Company** |  | |
| **Address of residence/head office** | **Country** |  |
| **City** |  |
| **Postal Code** |  |
| **Street** |  |
| **House and apartment number** |  |
| **PESEL/REGON:** |  | |
| **NIP** |  | |
| **ID card name and number** | **Name of identity card** |  |
| **Series and numer of identity card** |  |
| **KRS numer and court of registration** | **KRS number** |  |
| **District court** |  |
| **Number of shares held** |  | |
| **Number of voting rights** |  | |

**Shareholder’s proxy**

|  |  |  |
| --- | --- | --- |
| **First and last name** |  | |
| **Address of residence** | **Country** |  |
| **City** |  |
|  | **Postal code** |  |
| **Street** |  |
| **House and apartment number** |  |
| **PESEL** |  | |
| **NIP:** |  | |
| **Name and numer of identity card** |  | |
| **Date of granting the power of attorney** |  | |

The Shareholder-Principal hereby confirms that he has granted the Shareholder-Principal's Proxy to attend the Extraordinary General Meeting of ManyDev Studio SE convened on November 10th 2022 at 11.00 a.m. in the Notary's Office Bartosz Walenda located in Warsaw (01-029) at Dzielna 72/43 Street and to speak during it, to sign the attendance list and to vote on behalf of the Shareholder-Principal from ...................... (number) shares / from all shares\* in accordance with the instructions as to how to vote / at the discretion of the proxy\*.

The Proxy remains authorized to represent the Shareholder at the Extraordinary General Meeting also in case of change of the date of the Extraordinary General Meeting and in case of announcement of a break in the Extraordinary General Meeting

**Signature of the Principal confirming the fact of granting the power of attorney:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**INSTRUCTIONS TO THE ATTORNEY**

|  |  |  |  |
| --- | --- | --- | --- |
| **Resolution number** | **Instructions on the resolution** | | **Number of votes cast** |
| **Resolution 1 (draft resolution: Appendix 1)** | **For** | **❑** |  |
| **Against** | **❑** |
| **Abstaining** | **❑** |
| **Objection** | **❑** |
| **Resolution 2 (draft resolution: Appendix 2)** | **For** | **❑** |  |
| **Against** | **❑** |
| **Abstaining** | **❑** |
| **Objection** | **❑** |
| **Resolution 3 (draft resolution: Appendix 3)** | **For** | **❑** |  |
| **Against** | **❑** |
| **Abstaining** | **❑** |
| **Objection** | **❑** |
| **Resolution 4 (draft resolution: Appendix 4)** | **For** | **❑** |  |
| **Against** | **❑** |
| **Abstaining** | **❑** |
| **Objection** | **❑** |
| **Resolution 5 (draft resolution: Appendix 5)** | **For** | **❑** |  |
| **Against** | **❑** |
| **Abstaining** | **❑** |
| **Objection** | **❑** |
| **Resolution 6 (draft resolution: Appendix 6)** | **For** | **❑** |  |
| **Against** | **❑** |
| **Abstaining** | **❑** |
| **Objection** | **❑** |
| **Resolution 7 (draft resolution: Appendix 7)** | **For** | **❑** |  |
| **Against** | **❑** |
| **Abstaining** | **❑** |
| **Objection** | **❑** |

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\* delete as appropriate

**Załącznik nr 1.**

**„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."

**Załącznik 2.**

**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."

**Załącznik 3.**

**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.”

**Załącznik 4.**

**Resolution No. 4**

**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."

**Załącznik 5.**

**„Resolution No. 5**

**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.”

**Załącznik 6.**

**Resolution No. 6**

**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.”

**Załącznik 7.**

**Resolution No. 7**

**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.”