

**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 28th 2022  
on the election of the Chairman of the Ordinary 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 June 28<sup>th</sup> 2023 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 28th 2023  
on the adoption of the agenda of the Ordinary 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. Adoption of the agenda of the Meeting.
5. Consideration presented by the Management Board:
  - 1) Management Board's report on the Company's activities;
  - 2) The Company's financial statements for the year ended December 31st, 2022;
  - 3) Information on the need to withdraw from adopting a resolution to cover the loss for the financial year 2022 pursuant to Art. 53 sec. 3 of the Accounting Act.
6. Consideration presented by the Supervisory Board:
  - 1) Report on the activities of the Supervisory Board in the financial year 2022,
7. Consideration of motions of the Supervisory Board regarding:
  - 1) Approval of the Management Board's report on the Company's activities,
  - 2) Approval of the Company's financial statements for the year ended December 31, 2022,
  - 3) Withdrawal from adopting a resolution on the distribution of profit or coverage of loss for 2022,
  - 4) Granting discharge to members of the Company's Management Board and Supervisory Board for the performance of their duties for the financial year 2022.
8. Adoption of resolutions on matters:
  - 1) Approval of the Management Board's report on the activities of ManyDev Studio SE for the financial year ended December 31st, 2022,
  - 2) Approval of the Company's financial statements for the financial year ended December 31st, 2022,
  - 3) Approval of the Supervisory Board's report on activities in 2022;
  - 4) Withdrawal from adopting a resolution of profit or coverage of loss for 2022;
  - 5) Granting discharge to individual Members of the Company's Management Board for the financial year 2022;
  - 6) Granting discharge to individual members of the Company's Supervisory Board for the financial year 2022,
  - 7) Issuing an opinion on the report on the remuneration of members of the Management Board and Supervisory Board of Manydev Studio SE, covering the financial year 2022,
  - 8) Appointing a member of the Supervisory Board of the Company.
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 28th 2023**

on the approval of the Board of Director's report on the activities of ManyDev Studio SE for  
the financial year ended 31 December 2022

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 2022 to 31 December 2022, including the Board of Directors' report on the Company's activities for 2022, 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, 2022 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 2022 was adopted by the Company's Management Board on 27 April 2023, 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 2022 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 28th 2023**

on the approval of the Company's financial statements for the fiscal year ended December 31, 2022.

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, 2022, are hereby approved, including:

- 1) statement of financial position prepared as at 31 December 2022, which on the assets and liabilities side shows the amount of PLN 1 240 114,13 (in words: one million two hundred and fourty thousand one hundred and fourteen zloty 13/100),
- 2) a financial statement of comprehensive income for the financial year from 1 January 2022 to 31 December 2022, which discloses a net loss of PLN (-) 3 514 178,12 (in words: three million five hundred and fourteen thousand one hundred and seventy eight zloty 82/100), and a comprehensive loss of PLN (-) 3 514 178,12 (in words: three million five hundred and fourteen thousand one hundred and seventy eight zloty 82/100),
- 3) statement of changes in equity for the financial year from 1 January 2022 to 31 December 2022, which discloses an reduction in equity by PLN (-) 2 003 534,83 (in words: two million three thousand and five hundred thirty four zloty 83/100),
- 4) cash flow statement for the financial year from 1 January 2022 to 31 December 2022, which shows an increase in cash by PLN 297 462,82 (in words: two hundred ninety seven thousand four hundred sixty two zloty and 82/100),
- 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, 2022 were adopted by the Board of Directors on April 27, 2023, 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 28th 2023**

on approval of the report of the Supervisory Board on its activities in 2022

**§ 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 2022, including:

- 1) assessment of the financial statements of ManyDev Studio SE for the financial year ended 31 December 2022 and the report of the Board of Directors on the activities of ManyDev Studio SE in 2022 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 2022;
- 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 2022 was adopted by the Supervisory Board on 29 May 2023 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 28th 2023**

on withdrawal from adopting a resolution on the distribution of profit or coverage of loss for  
2022

Acting on the basis of art. 348 § 1 of the Code of Commercial Companies, after getting acquainted the information of the Management Board and in connection with the content of art. 53 sec. 3 of the Accounting Act, the Ordinary General Meeting of the Company resolves as follows:

**§ 1**

The Ordinary General Meeting of the Company decides to refrain from adopting a resolution on profit distribution or loss coverage.

**§ 2**

The resolution shall become effective upon adoption."

*JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING*

*According to Art.395 § 2 point 2) of the Code of Commercial Companies and § 33 sec. 5 item 2) of the Company's Articles of Association, the subject of the Ordinary General Meeting is to adopt a resolution on the distribution on the distribution of profit or coverage of loss. However, pursuant to Art. 53 sec. 3 of the Accounting Act, distribution of profit or coverage of loss may take place after the statutory auditor express an opinion on the financial statements without reservations or with reservations. The distribution or coverage of the net financial result made without meeting this condition is invalid by law. The statutory auditor examining the Company's financial statements refrained from expressing an opinion, therefore adopting a resolution on profit distribution/loss coverage for 2022 would be ineffective.*

**Resolution No. 7**  
**of the Ordinary General Meeting of**  
**ManyDev Studio SE with its registered office in Warsaw**  
**of June 28th 2023**

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 2022

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 January 2022 to 31 December 2022.

**§ 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. 8  
of the Ordinary General Meeting of  
ManyDev Studio SE with its registered office in Warsaw  
of June 28th 2023**

on granting the vote of acceptance to Mr. Bartłomiej Kurylak, for performance of his duties of Supervisory Board Member of the Company in the financial year 2022

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 Kurylak 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 2022 to 30th September 2022.

**§ 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. 9  
of the Ordinary General Meeting of  
ManyDev Studio SE with its registered office in Warsaw  
of June 28th 2023**

on granting the vote of acceptance to Mr. Marcin Wenus, Chairman of the Supervisory Board, for performance of his duties in the financial year 2022

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 member of the Supervisory Board of the Company within the period from 1st January 2022 to 31st December 2022.

**§ 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. 10  
of the Ordinary General Meeting of  
ManyDev Studio SE with its registered office in Warsaw  
of June 28th 2023**

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 2022

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 2022 to 31st December 2022.

**§ 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 28th 2023**

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 2022

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 2022 to 31st December 2022.

**§ 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. 12  
of the Ordinary General Meeting of  
ManyDev Studio SE with its registered office in Warsaw  
of June 28th 2023**

on granting the vote of acceptance to Mr. Tomasz Stajszczyk, for performance of his duties of  
Supervisory Board Member of the Company in the financial year 2022

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 Stajszczyk 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 2022 to 31st December 2022.

**§ 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 28th 2023**

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 2022

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 10th November 2022 to 31st December 2022.

**§ 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 28th 2023**

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 2022

**§ 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 2022.

§ 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. 15**  
**of the Ordinary General Meeting of**  
**ManyDev Studio SE with its registered office in Warsaw**  
**of June 28th 2023**  
on the appointment of a member of the Supervisory Board of the Company

§ 1

Based on Art.385 § 1 of the Code of Commercial Companies and § 18 sec. 1 of the Company's Articles of Association, the Ordinary 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 sec. 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 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 Supervisory Board of the Company.