

## **Announcement about convening the Ordinary General Meeting**

The Management Board of ManyDev Studio SE with the registered office in Warsaw (01-632), at Bieniewicka 26 Street, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Department of the National Court Register, under KRS No. 0000734433 (hereinafter referred to as the "Company"), acting pursuant to Art. 399 § 1, art. 402<sup>1</sup> and art. 402<sup>2</sup> of the Commercial Companies Code, hereby convenes the Annual General Meeting of the Company, to be held on 28th June 2023 at 11:00 a.m. in the Notary Office of Bartosz Walenda, with the registered office in Warsaw (01-029) at ul. Dzielna 72/43 (hereinafter: "the Meeting"), with the following agenda:

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 2022;
  - 2) Financial statements of the Company for the year ended 31st of December 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. Examination of the report presented by the Supervisory Board;
  - 1) Report on the activities of the Supervisory Board in the financial year 2022.
7. Consideration of proposals of the Supervisory Board regarding:
  - 1) Approval of the report of the Management Board on the Company's activities in 2022;
  - 2) Approval of the Company's financial statements for the year ended 31st of December 2022;
  - 3) withdrawal from adopting a resolution on the distribution of profit or coverage of loss for 2022;
  - 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 2022.
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 2022;
  - 2) Approval of the Company's financial statements for the financial year ended 31st of December 2022;
  - 3) Approval of the Supervisory Board's report on its activities in 2022;
  - 4) withdrawal from adopting a resolution on the distribution of profit or coverage of loss for 2022;
  - 5) Granting acknowledgement of the fulfilment of duties by individual Members of the Company's Management Board in the financial year 2022;
  - 6) Granting acknowledgement of the fulfilment of duties to individual Members of the Company's Supervisory Board in respect of the financial year 2022;

- 7) Issuing an opinion on the report on remuneration of the Company's Management Board and Company's Supervisory Board covering the financial year 2022,
  - 8) Appointment of a member of the Supervisory Board of the Company.
9. Closing of the meeting.

## **Shareholders' rights**

In addition, the Management Board of the Company, pursuant to Article 402<sup>2</sup> items. 2-6 of the Code of Commercial Companies announces the following:

### **1. Shareholder's right to demand placement of specific matters on the agenda of the General Meeting.**

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may request the inclusion of certain matters on the agenda of the Ordinary General Meeting of Shareholders of the Company. The request should be submitted to the Management Board no later than twenty-one days before the set date of the Ordinary General Meeting of Shareholders of the Company, i.e. until 7 June 2023. The request should contain a justification or a draft resolution regarding the proposed item of the agenda. The request may be submitted in electronic form to the Company's e-mail address: kontakt@manydevstudio.pl.

The request should be accompanied by:

-copies of documents confirming that the person submitting the request is a shareholder of the Company (e.g. certificate(s) issued by the entity operating the securities account on which the shares are recorded),

-copies of documents confirming the fact that he/she represents at least one twentieth of the Company's share capital and confirming the identity of the shareholder or persons acting on behalf of the shareholder, including:

- in the case of a shareholder being a natural person - a copy of the identity card, passport or other official document confirming the shareholder's identity, or

- if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the powers of the individual(s) to represent the shareholder, and a copy of the identity card, passport or any other official document certifying the identity of persons authorised to represent the shareholder;

-if the request is submitted by a proxy, additionally - a copy of the power of attorney document signed by the shareholder or by persons authorized to represent the shareholder and a copy of the identity card, passport or of another official document confirming the identity of persons authorized to represent the shareholder.

If the request meets the requirements of law, the Management Board of the Company shall be obliged to announce immediately, but no later than eighteen days prior to the scheduled date of the General Meeting (i.e. by June 10, 2023), the changes to the agenda introduced at the request of the shareholders. The announcement shall be made in a manner appropriate for convening the General Meeting.

**2. Shareholder's right to submit drafts of resolutions concerning matters introduced to the agenda of the General Meeting or matters that are to be introduced to the agenda before the date of the General Meeting.**

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, prior to the date of the Ordinary General Meeting of Shareholders of the Company, submit to the Company in writing or by electronic means to the Company's e-mail address kontakt@manydevstudio.pl drafts of resolutions relating to the matters on the agenda of the Ordinary General Meeting of Shareholders of the Company or matters which are to be included in the agenda.

The application should be accompanied by:

-copies of documents confirming that the person making the request is a shareholder of the Company (e.g. certificate(s) issued by the entity operating the securities account on which the shares are recorded),

-copies of documents confirming the fact that he/she represents at least one twentieth of the Company's share capital and confirming the identity of the shareholder or persons acting on behalf of the shareholder, including:

in the case of a shareholder being a natural person - a copy of the identity card, passport or other official document confirming the shareholder's identity, or

in the case of a shareholder other than a natural person:

- a copy of an extract from the relevant register or other document confirming the authorisation of the natural person(s) to represent the shareholder and a copy of the identity card, passport or other official document confirming the identity of the persons authorised to represent the shareholder,

-if the request is made by a proxy, additionally - a copy of the power of attorney document signed by the shareholder or by persons authorized to represent the shareholder and a copy of the identity card, passport or another official document confirming the identity of persons authorized to represent the shareholder.

The Company will immediately publish the draft resolutions referred to above on its website.

**3. The shareholder's right to submit drafts of resolutions concerning issues placed on the agenda during the General Meeting.**

Each of the Company's shareholders may, during the General Meeting, propose draft resolutions concerning the matters included in the agenda of the Company's Annual General Meeting.

A shareholder shall have the right to propose amendments and additions to the draft resolutions included in the agenda of the Ordinary General Meeting of Shareholders until the Chairperson of the Meeting closes the discussion on the agenda item covering the draft resolution to which the proposal relates. The proposals, together with a brief justification, should be submitted in writing, separately for each draft resolution, indicating the forename and surname (company name) of the shareholder, to the Chairman of the Meeting. The Chairman may permit the proposals to be presented orally.

**4. The manner of exercising voting rights by proxy, including in particular information on the forms to be used during voting by proxy, and the manner of notifying the Company via electronic means of communication of the appointment of a proxy.**

Each shareholder may participate in the General Meeting in person or by proxy.

A shareholder that is a natural person may participate in the General Meeting and exercise its voting rights in person or by proxy. A shareholder that is not a natural person may participate in the General Meeting and exercise its voting rights through a person authorized to make declarations of will on its behalf or through an attorney. The proxy exercises all shareholder rights at the General Meeting, unless the power of attorney states otherwise.

The proxy may grant a further power of proxy if it follows from the text of the power of proxy, whereas pursuant to Art. 412 (2) § 3 of the CCC, if the proxy is a member of the Management Board, a member of the Supervisory Board, an employee of the Company or a member of the governing bodies or an employee of the Company or of a subsidiary cooperative, then granting a further power of proxy is excluded. The proxy may represent more than one shareholder and vote differently from shares of each shareholder. A shareholder with shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each of the accounts.

A power of attorney to participate in the General Meeting and exercise voting rights must be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a qualified electronic signature. The form containing the template of the power of

attorney is available from the date of publication of this announcement on the Company's website <https://www.manydevstudio.pl>, in the "Investor Relations/General Meeting" tab. The use of these forms is not mandatory.

The Company should be notified of the granting of a power of attorney in electronic form by means of electronic communication in the form of information sent by e-mail to [kontakt@manydevstudio.pl](mailto:kontakt@manydevstudio.pl), making every effort to ensure that the validity of the power of attorney can be effectively verified, and for this purpose, the signed power of attorney sent electronically to the Company should be scanned in "pdf", "jpg" or "tif" format.

The information on the granting of the power of attorney should contain an accurate identification of the proxy and the principal (indicating the name, surname, series and number of the identity card, address of residence, PESEL number, telephone number and e-mail address of both these persons). The information about granting the power of attorney should also include its scope, i.e. indicate the number of shares from which the voting right will be exercised and the date and name of the general meeting of the Company at which these rights will be exercised.

The authorized representatives will be allowed to participate in the Extraordinary General Meeting upon presenting an identity document and a valid power of attorney granted in writing or in electronic form (in the case of the power of attorney in electronic form, the authorized representative should present a printout of the power of attorney).

The Company will take appropriate actions aimed at identifying the shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. Such verification may consist, in particular, in a return question in an electronic form or by telephone, addressed to the shareholder and/or proxy in order to confirm the fact of granting the power of attorney and its scope.

The Company stipulates that a failure to answer questions posed during the verification process will be treated as an inability to verify the granting of the power of attorney and will constitute a basis for refusal to allow the proxy to participate in the General Meeting. In order to identify the shareholder who grants the power of attorney, the notice of granting the power of attorney in the electronic form should include (as an enclosure):

- in the case of a shareholder being a natural person - a copy of the shareholder's identity card, passport or other official identification document; or
- in the case of a shareholder other than a natural person - a copy of an extract from the relevant register or other document confirming the entitlement of the natural person(s) to represent the shareholder at the General Meeting.

In case of doubts regarding the authenticity of the copies of the above mentioned documents, the Management Board reserves the right to require the attorney to present the following documents when preparing the attendance list

- in the case of a shareholder being a natural person - a copy of an identity card, passport or any other official identification document of the shareholder, certified as a true copy of the original by a notary public or another entity authorised to certify such a copy;

or - in the case of a shareholder other than a natural person - an original or a copy certified for conformity with the original by a notary or another entity authorised to certify for conformity of a copy with the original, of an extract from the relevant register, information corresponding to the current extract from the Register of Entrepreneurs of the National Court Register collected pursuant to Article 4 (4aa) of the Act of 20 August 1997 on the National Court Register, or another document confirming the authorisation of one or several natural persons to represent the shareholder at the General Meeting.

The right to represent a shareholder who is not a natural person should be evidenced by an excerpt from the relevant register (submitted in the original or a copy certified as true and correct by a notary public) or information corresponding to the current excerpt from the register of entrepreneurs of the National Court Register collected pursuant to Art. 4 section 4aa of the Act of August 20, 1997. The person(s) granting the power of attorney or a series of powers of attorney and an excerpt from the relevant register (submitted in the original or a copy certified to be true by a notary public) or information corresponding to the current excerpt from the Register of Entrepreneurs of the National Court Register collected pursuant to art. 4 section 4aa of the Act of 20 August 1997 on the National Court Register.

Person(s) granting the power of attorney on behalf of a shareholder who is not a natural person should be shown in the current excerpt from the register relevant for the shareholder or information corresponding to the current excerpt from the Register of Entrepreneurs of the National Court Register collected pursuant to Article 4, section 4a of the Act of 20 August 1997 on the National Court Register.

A member of the Company's Management Board and the Company's employee may be shareholders' proxies at the General Meeting.

If the proxy at the General Meeting is a member of the Company's Management Board, member of the Company's Supervisory Board, liquidator, employee or member of the governing bodies or employee of the Company's subsidiary, the power of proxy may authorize representation only at one General Meeting.

The proxy is obliged to disclose to the shareholder any circumstances indicating the existence or possible existence of a conflict of interest. Granting of further power of attorney is excluded.

Notification of granting a power of attorney in electronic form should be made not later than by 08:00 on the day of the Ordinary General Meeting.

The rules regarding shareholder identification apply accordingly to notifying the Company of revocation of the power of attorney.

Granting or revoking of a power of attorney in electronic form or notification of granting or revoking of a power of attorney without meeting the requirements specified above is not binding on the Company.

**5. Możliwość i sposób uczestniczenia w Walnym Zgromadzeniu przy wykorzystaniu środków komunikacji elektronicznej.**

It is envisaged that a Shareholder may participate in the General Meeting by means of electronic communication.

**6. Sposób wypowiedania się w trakcie Walnego Zgromadzenia przy wykorzystaniu środków komunikacji elektronicznej.**

It is envisaged that a Shareholder may speak at the General Meeting using electronic communication means.

**7. The manner of exercising the voting right by correspondence or by means of electronic communication.**

It is envisaged that the voting right may be exercised by correspondence or by means of electronic communication.

**8. The shareholder's right to ask questions concerning the issues placed on the agenda of the general meeting.**

Akcjonariusz ma prawo do zadawania pytań dotyczących spraw umieszczonych w porządku obrad walnego zgromadzenia.

**9. Registration Date for the General Meeting.**

The registration day for the Annual Meeting is June 12, 2023 (the "Registration Day").

**10. Information on the right to participate in the General Meeting.**

- 1) The Management Board announces that, in accordance with Article 4061 of the CCC, only those persons who are shareholders of the Company sixteen days before the date of the General Meeting, i.e. on the Record Date, and who make the request referred to in item 2 below, have the right to participate in the General Meeting;
- 2) Pledges and users entitled to vote have the right to participate in the Company's General Meeting, if the establishment of a limited property right in their favour is registered in the securities account on the Registration Date;
- 3) At the request of a person entitled on the basis of dematerialized shares of the Company submitted not earlier than after the announcement of convening the General Meeting of Shareholders, i.e. not earlier than on June 2, 2023 and not later than on the first business day after the Record Date for participation in the General Meeting of Shareholders, i.e. not later than on June 13, 2023; the entity maintaining the securities account shall issue a registered certificate of the right to participate in the General Meeting of Shareholders of the Company;
- 4) The list of persons entitled under the shares to participate in the Ordinary General Meeting of Shareholders will be determined by the Company on the

basis of the list prepared by the National Depository for Securities. The National Depository for Securities prepares the list referred to in the preceding sentence on the basis of lists submitted not later than twelve days before the date of the General Meeting by entities entitled in accordance with the Act of 29 July 2005 on trading in financial instruments. The basis for the preparation of the lists submitted to the National Depository for Securities are personal certificates of entitlement to participate in the General Meeting.

- 5) The list of shareholders entitled to participate in the General Shareholders Meeting, pursuant to Art. 407 of the CCC will be displayed at the Company's registered office at 26 Bieniewicka Street in Warsaw, from 8.00 a.m. to 3.00 p.m., for 3 business days before the General Shareholders Meeting, i.e. on June 23, 26 and 29, 2023.
- 6) Shareholders may review the list of shareholders at the Company's registered office and request a copy of the list against reimbursement of costs of its preparation. Within three business days before the General Meeting is held, a shareholder of the Company may request that the list of shareholders entitled to participate in the General Meeting be sent to him free of charge by e-mail, stating the address to which the list should be sent.
- 7) The request should be made in writing, signed by a shareholder or persons authorized to represent a shareholder and delivered by e-mail to [kontakt@manydevstudio.pl](mailto:kontakt@manydevstudio.pl). The request should be accompanied by copies of documents confirming that the person making the request is a shareholder of the Company and confirming the identity of the shareholder or persons acting on behalf of the shareholder, including
  - i. if the shareholder is an individual, a copy of the identity card, passport or any other official document certifying the shareholder's identity; or
  - ii. if the shareholder is not an individual, a copy of an extract from the relevant register or other document confirming the authority of the individual(s) to represent the shareholder and a copy of the identity card, passport or other official document confirming the identity of persons entitled to represent the shareholder; or
  - iii. if the request is made by a proxy, additionally - a copy of the power of attorney document signed by the shareholder, or by persons authorized to represent the shareholder, and a copy of the identity card, passport or other official document certifying the identity of the proxy.

**11. Access to documentation and indication of the website address where information regarding the General Meeting will be made available.**

The documentation which is to be presented to the General Meeting along with draft resolutions will be posted on the Company's website at <https://www.manydevstudio.pl> immediately after they are drawn up and at the Company's registered office between 9:00 a.m. and 5:00 p.m.

Comments of the Company's Management Board or Supervisory Board concerning matters introduced into the agenda of the General Meeting of Shareholders or matters which are to be introduced into the agenda before the date of the General Meeting of Shareholders will be available on the Company's website immediately after their preparation. Information



regarding the General Meeting is available at <https://www.manydevstudio.pl> in the "Investor Relations" tab -> "General Meeting".