

Warsaw, June 13, 2024

**Shareholders**

**Orphinic Scientific Spółka Akcyjna**

## **Notice**

### **of the date of convening the Annual General Meeting of Shareholders**

#### **Orphinic Scientific Spółka Akcyjna with registered office in Warsaw**

Acting pursuant to Article 399 §1 of the Code of Commercial Companies, in conjunction with Article 395 §1 and 2 of the Code of Commercial Companies the Management Board of Orphinic Scientific S.A. with its registered office in Warsaw, Poland (the “**Company**”), hereby convenes the Annual General Meeting of Shareholders (the “**Meeting**”), to be held on **June 28, 2024**, at **10:00 a.m.**, at the Notary Public Office Rafał Brandt, Joanna Okońska, Sebastian Chaber Notaries s.c., 46A Mokotowska St., loc.27, with the following agenda:

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting.
3. Confirmation of the correctness of the convening of the Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Consideration of the Report of the Company's Supervisory Board on the activities of the Supervisory Board for the 2023 financial year, as well as the results from the evaluation of the Company's annual Financial Statements and the Management Board's annual Report on the Company's activities, and the Management Board's proposal on the coverage of loss for the 2023 financial year.
6. Consideration and approval of the Company's annual Financial Statements for financial year 2023.
7. Consideration and approval of the annual Management Report on the Company's activities for the 2023 financial year.
8. Adoption of resolutions on granting the vote of acceptance to the Company's Management Board Members for the discharge of duties in the 2023 financial year.
9. Adoption of resolutions on granting the vote of acceptance to the members of the Company's Supervisory Board for the discharge of duties in the 2023 financial year.

10. Adoption of a resolution on coverage of loss for the 2023 financial year.
11. Adoption of a resolution to amend § 10 (1) of the Company's Articles of Association.
12. Adoption of a resolution on the introduction of an incentive program for members of governing bodies, employees and associates and adoption of its regulations.
13. Adoption of a resolution on issuance of series A subscription warrants with exclusion of pre-emptive rights.
14. Adoption of a resolution on conditional increase of share capital with exclusion of pre-emptive rights to series F shares and on amendments to the Articles of Association of the Company.
15. Adoption of a resolutions on appointment of members of the Supervisory Board of the Company.
16. Free motions.
17. Closing of the Meeting.

In connection with the notification by the Company's Management Board of the convening of the Annual General Meeting of Shareholders of the Orphinic Scientific Spółka Akcyjna for June 28, 2024, and the intention to adopt resolutions regarding amendments to the Company's Articles of Association (agenda items 11 and 14), the Company's Management Board presents below the existing wording of the relevant provisions of the Articles of Association and the scope of the proposed amendments.

**The existing wording of § 10 (1) of the Company's Articles of Association:**

"The Supervisory Board shall consist of from 3 (three) to 5 (five) members, appointed and dismissed by the General Meeting, except that the first Supervisory Board of the Company shall be appointed in the resolution on transformation of the Company."

**Proposed new wording of § 10 (1) of the Company's Articles of Association:**

"The Supervisory Board shall consist of from 3 (three) to 6 (six) members, appointed and dismissed by the General Meeting, except that the first Supervisory Board of the Company shall be appointed in a resolution on the transformation of the Company."

**After § 7a, it is proposed to add § 7b with the following content:**

**"§ 7b Conditional capital**

Pursuant to Resolution No. [-] of the General Meeting of [-], the share capital has been conditionally increased by an amount not exceeding PLN \_\_\_\_ through the issuance of not more than \_\_\_\_ ordinary registered shares of series F, with a total par value of \_\_\_\_, excluding the pre-emptive rights of existing shareholders. Those entitled to acquire series F shares are holders of series A subscription warrants



issued in accordance with the provisions of Resolution No. \_\_\_\_ of the General Meeting of Shareholders of \_\_\_\_\_. Eligible entities will be able to acquire series F shares until 31.12.2029."

**Management Board of Orphinic Scientific Spółka Akcyjna**

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**Adam Kruszewski**

CEO

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**Wojciech Ciesielski**

Board Member

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**Artur Płonowski**

Board Member