

Warsaw, January 3, 2025

**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 **January 20, 2025 at 11:00 a.m.**, at the **Notary Public Office Rafał Brandt, Joanna Okońska, Sebastian Chaber Notaries s.c., 46A Mokotowska St., loc.27 in Warsaw, Poland**, 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. *Adoption of a resolution on issuance of series B subscription warrants with exclusion of pre-emptive rights.*
6. *Adoption of a resolution on conditional increase of share capital with exclusion of pre-emptive rights to series G shares and on amendments to the Articles of Association of the Company.*
7. *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 January 20, 2025, and the intention to adopt resolution regarding amendment to the Company's Articles of Association (agenda item no. 6), the Company's Management Board presents below the existing wording of the relevant provision of the Articles of Association and the scope of the proposed amendments.

**We propose to designate the existing content of § 7b as § 7b paragraph 1 and to add § 7b paragraph 2 with the following wording:**

*“2. Based on Resolution No. [•] of the Ordinary General Meeting held on [•], the share capital has been conditionally increased by an amount not exceeding \_\_\_\_ PLN through the issuance of no more than \_\_\_\_ ordinary registered shares of series G, with a total nominal value of \_\_\_\_, excluding the pre-emptive rights of existing shareholders. The holders of subscription warrants of series B issued in accordance with the provisions of Resolution No. [•] of the Ordinary General Meeting held on [•] shall be entitled to subscribe for shares of series G. The eligible entities will be able to subscribe for shares of series G within 2 (two) years from the date of adoption of Resolution No. [•] of the Ordinary General Meeting held on [•].”*

### **Management Board of Orphinic Scientific Spółka Akcyjna**

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**Adam Kruszewski**

President of the Board

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**Wojciech Ciesielski**

Board Member

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**Artur Płonowski**

Board Member