

Warsaw, January 3, 2025

**Management Board**  
**of Orphinic Scientific Spółka Akcyjna**  
with registered office in Warsaw

**General Meeting of Shareholders of**  
**Orphinic Scientific Spółka Akcyjna**  
with registered office in Warsaw

**Request of the Management Board**  
**on conditional increase of share capital with exclusion of pre-emptive rights to shares and issuance of**  
**subscription warrants with exclusion of pre-emptive rights**  
**together with an opinion justifying the reasons for the exclusion of shareholders' pre-emptive rights,**  
**containing the proposed strike (issue) price of the shares**

Acting as the Management Board of Orphinic Scientific S.A. with its registered seat in Warsaw (the "Company"):

1. pursuant to Article 433 §2 of the Code of Commercial Companies, we request we request the General Meeting of Shareholders to adopt a resolution on conditional share capital increase with exclusion of pre-emptive right to G shares;
2. pursuant to Article 433 §2 in conjunction with Article 328 §2 of the Code of Commercial Companies, we request we request the General Meeting of Shareholders to adopt a resolution on the issue of series B subscription warrants with exclusion of pre-emptive rights;
3. we present an opinion justifying the reasons for deprivation of pre-emptive rights and we propose setting strike (issue) price at 0,10 PLN per share (in accordance with the requirements statuated by the provision of Article 433 §2 of the Code of Commercial Companies in fine).

**Justification**

In accordance with Article 433 §2 of the Code of Commercial Companies: *Where the interests of the company so require, the general assembly may deprive the shareholders of the pre-emptive right, in whole or in part. The resolution of the general assembly shall require at least a majority of four fifths of the votes. The shareholders may be deprived of the pre-emptive right with respect to the shares, provided that this has been indicated in the agenda of the general assembly. The management board shall present to the general*

*assembly a written opinion justifying the reasons for the depriving of the shareholders of the pre-emptive right and the proposed issue price of the shares or the method of its calculation.*

Pursuant to Article 328 §2 of the Code of Commercial Companies: *The provisions on shares shall apply mutatis mutandis to subscription warrants, utility certificates, founders' certificates and other titles of participation in the income or distribution of the company's assets.*

The agenda of the General Meeting of Shareholders convened for January 20, 2025 includes, among other things, the adoption of a resolutions on a conditional increase in share capital with the exclusion of subscription rights to series G shares and, the issuance of series B subscription warrants with the exclusion of subscription rights.

Applying to the requirements statuated by the provision of Article 433 §2 of the Code of Commercial Companies *in fine* and having regard to the provision of Article 328 §2 of the Code of Commercial Companies, we present an opinion justifying the reasons for deprivation of pre-emptive rights and proposed issue price.

It should be noted that both the shares and the warrants to be issued by the Company in accordance with the agenda of the General Meeting of Shareholders are intended for one of the existing shareholders of the Company, and their issuance is provided for in the investment agreement under which this shareholder subscribed for the Company's shares. Therefore, the possibility of their subscription by other entities would be inconsistent with the purpose of the issuance and the investment agreement binding the Company.

In view of the motives described above, we request that the General Meeting of Shareholders adopt resolutions, as below:

- a. on conditional increase of share capital with exclusion of pre-emptive rights to G shares, and
- b. on issuance of series B subscription warrants with exclusion of subscription rights, and setting strike (issue) price at 0,10 PLN per share.

#### **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