

Resolution No. [·]
of the Extraordinary General Meeting
of Genomtec S.A. with its registered office in Wrocław
dated March 12, 2025

regarding the election of the Chairman of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of Genomtec S.A. with its registered office in Wrocław, acting pursuant to Article 409 § 1 of the Commercial Companies Code, hereby elects [·] as the Chairman of the Extraordinary General Meeting.

§ 2

This resolution shall enter into force upon its adoption.

Justification:

The draft resolution concerns procedural matters – the election of the Chairman of the Extraordinary General Meeting. The Chairman is elected from among the persons entitled to participate in the General Meeting. The adoption of this resolution is an essential element of properly conducting the General Meeting.

Resolution No. [:]
of the Extraordinary General Meeting
of Genomtec S.A. with its registered office in Wrocław
dated March 12, 2025
regarding the adoption of the agenda of the Extraordinary General Meeting
§ 1

The Extraordinary General Meeting of Genomtec S.A. with its registered office in Wrocław hereby adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation of the proper convening of the Extraordinary General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding the increase of the Company's share capital through the issuance of new series P ordinary bearer shares, excluding in full the pre-emptive rights of existing shareholders, amendments to the Company's Articles of Association, and application for admission and introduction of series P shares to trading on the regulated market.
6. Closing of the Extraordinary General Meeting.

§ 2

This resolution shall enter into force upon its adoption.

Justification:

The draft resolution concerns procedural matters – the adoption of the agenda of the Extraordinary General Meeting. The General Meeting deliberates in accordance with the adopted agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, resolutions cannot be adopted on matters not included in the agenda unless the entire share capital is represented at the General Meeting and no one present objects to adopting the resolution. The Chairman, after confirming the proper convening of the General Meeting and its ability to adopt resolutions, presents the agenda to the attendees. Therefore, the adoption of this resolution aims to properly conduct the General Meeting.

Resolution No. [:]
of the Extraordinary General Meeting
of Genomtec S.A. with its registered office in Wrocław
dated March 12, 2025

regarding the increase of the Company's share capital through the issuance of new series P ordinary bearer shares, excluding in full the pre-emptive rights of existing shareholders, amendments to the Company's Articles of Association, and application for admission and introduction of series P shares to trading on the regulated market

The Extraordinary General Meeting of the company under the business name Genomtec S.A. with its registered office in Wrocław (the "**Company**"), acting pursuant to Article 431 § 1 and § 2 point 1, Article 432 § 1, Article 433 § 2, and Article 430 § 1 of the Commercial Companies Code, hereby resolves as follows

§ 1

The Extraordinary General Meeting of the Company resolves to increase the Company's share capital by an amount not less than PLN 0.10 (ten groszy) and not more than PLN 180,000.00 (one hundred eighty thousand zlotys), through the issuance of not less than 1 (one) and not more than 1,800,000 (one million eight hundred thousand) new series P ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each (the "**Series P Shares**").

§ 2

1. The Series P Shares shall be offered for subscription through a private placement pursuant to Article 431 § 2 point 1 of the Commercial Companies Code, conducted through an offer that does not constitute a public offering under Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017. The offer shall be directed exclusively to a single shareholder of the Company – 5HT Family Foundation with its registered office in Wrocław (the "**Shareholder**"), which is a party to an investment agreement concluded with the Company on February 12, 2025 (the "**Investment Agreement**").
2. The issue price per Series P Share shall be determined by the Management Board of the Company in accordance with the Investment Agreement, at a price equal to the per-share selling price of the Company's existing shares by the Shareholder as part of a public offering executed under the Investment Agreement (the "**Shareholder's Offering**").
3. The Series P Shares shall be fully paid for in cash contributions before the registration of the share capital increase in the National Court Register.
4. Any surplus of the issue price over the nominal value of the Series P Shares shall be transferred in full to the Company's supplementary capital.
5. The agreement for the subscription of Series P Shares may be concluded by the Company until April 30, 2025.

§ 3

1. The Series P Shares shall participate in dividends for the financial year ending on December 31, 2024, i.e., from January 1, 2024.
2. The Series P Shares shall be dematerialized in accordance with the Act on Trading in Financial Instruments of July 29, 2005, and registered in the securities depository maintained by the National Depository for Securities S.A. ("KDPW").
3. The Series P Shares shall be subject to an application for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange S.A. ("GPW"), upon meeting the applicable legal and regulatory requirements. [Further sections continue regarding amendments to

the Articles of Association, justification for excluding pre-emptive rights, and authorizations for the Management Board related to the issuance process.]

§ 4

The Extraordinary General Meeting of the Company, after reviewing the written opinion of the Management Board of the Company justifying the reasons for excluding shareholders' pre-emptive rights and the method of determining the issue price of Series P Shares, with the following content:

This opinion has been prepared by the Management Board of Genomtec S.A. with its registered office in Wrocław (the "Company"), pursuant to Article 433 § 2 of the Commercial Companies Code, in connection with the planned adoption by the Extraordinary General Meeting of the Company, convened for March 12, 2025, of a resolution regarding the increase of the Company's share capital through the issuance of new series P ordinary bearer shares (the "Series P Shares") with the complete exclusion of pre-emptive rights of existing shareholders, amendments to the Company's Articles of Association, and application for admission and introduction of Series P shares to trading on the regulated market (the "Issuance Resolution").

In the opinion of the Management Board of the Company, the complete exclusion of the pre-emptive rights of the existing shareholders of the Company concerning the Series P Shares is in the interest of the Company and its shareholders, as it enables the Company to fulfill its obligations under the investment agreement dated February 12, 2025, concluded by the Company with a shareholder of the Company – 5HT Family Foundation with its registered office in Wrocław (the "Shareholder") (the "Investment Agreement"). Specifically, it allows the Company to direct to the Shareholder an offer to acquire the Series P Shares: (i) in a number and at an issue price corresponding to the number and selling price of the Company's existing shares actually sold by the Shareholder under the public offering conducted by the Shareholder in execution of the Investment Agreement (the "Shareholder's Offering"), and (ii) in an additional number, as indicated by the Shareholder, but not exceeding 457,444 (four hundred fifty-seven thousand four hundred forty-four), and at an issue price corresponding to the selling price of the Company's existing shares actually sold by the Shareholder under the Shareholder's Offering. By implementing the provisions of the Investment Agreement described above, the Company will enable the Shareholder to reinvest in the Company at least the entire amount of funds obtained by the Shareholder from the Shareholder's Offering, thereby securing new resources to support the commercialization process of the Company's projects.

In the opinion of the Management Board of the Company, the financing structure adopted in the Investment Agreement is optimal from the perspective of the interests of the Company and its shareholders. This is due to the fact that, given the volatile market conditions at the time of the Investment Agreement's conclusion, (i) allowing investors to acquire the Company's shares already admitted to trading on the regulated market and (ii) transferring the investment risk associated with the potential non-registration of the Company's share capital increase by the court or a delay in such registration or in the process of admitting such shares to trading on the regulated market exclusively to the Shareholder, will maximize the amount of financing available to the Company. Additionally, given the Company's financial needs and the Shareholder's expressed potential willingness to provide additional equity financing, the Management Board of the Company deems it reasonable to grant the Shareholder the right to acquire an additional number of Series P Shares, not exceeding 457,444 (four hundred fifty-seven thousand four hundred forty-four), at an issue price corresponding to the number and selling price of the Company's existing shares actually sold by the Shareholder under the Shareholder's Offering.

For the above reasons, in the opinion of the Management Board of the Company, the complete exclusion of the pre-emptive rights of the existing shareholders to acquire the Series P Shares is in the interest of the Company and its shareholders.

The issue price per Series P Share shall be determined by the Management Board of the Company in accordance with the provisions of the Investment Agreement, i.e., at a price equal to the per-share

selling price of the Company's existing shares under the Shareholder's Offering. The selling price shall be previously agreed upon by the Company and the Shareholder based on preliminary results of the accelerated book-building process for the shares subject to the Shareholder's Offering. In the opinion of the Management Board of the Company, the adopted method of determining the issue price of the Series P Shares will take into account the overall circumstances affecting the issue price, including market conditions, the valuation of the Company as determined by the market, as well as the financial situation and ongoing developments within the Company.

Recognizing that this is in the interest of the Company and its shareholders, it is resolved to fully exclude the pre-emptive rights of the existing shareholders to acquire the Series P Shares.

§ 5

1. The Extraordinary General Meeting of the Company authorizes the Management Board to undertake all factual and legal actions necessary for the issuance of Series P Shares, their dematerialization, as well as their admission and introduction to trading on the regulated market, in particular:
 - 1) Determining the unit issue price of the Series P Shares in accordance with the provisions of the Investment Agreement, i.e., at a price equal to the unit selling price of the Company's existing shares by the Shareholder under the Shareholder's Offering;
 - 2) Determining the final number of Series P Shares offered to the Shareholder in accordance with the provisions of the Investment Agreement, i.e., in a number equal to the total number of existing shares of the Company sold by the Shareholder under the Shareholder's Offering, increased by an additional number indicated by the Shareholder, but not exceeding 457,444 (four hundred fifty-seven thousand four hundred forty-four) Series P Shares, taking into account the maximum number of Series P Shares specified in § 1 above;
 - 3) Defining the remaining terms of the issuance of Series P Shares in areas not regulated in this resolution;
 - 4) Submitting a statement on the amount of share capital subscribed as a result of the capital increase referred to in § 1 above, in order to adjust the amount of share capital specified in the Company's Articles of Association in accordance with Article 310 § 2 and 4 of the Commercial Companies Code in connection with Article 431 § 7 of the Commercial Companies Code;
 - 5) Concluding an agreement with KDPW for the registration of Series P Shares in the securities depository maintained by KDPW;
 - 6) Submitting applications required by GPW regulations to admit and introduce Series P Shares to trading on the regulated market.

§ 6

1. The Extraordinary General Meeting of the Company, in connection with the increase of the Company's share capital carried out pursuant to this resolution, resolves to amend the Company's Articles of Association so that § 7 sections 1 and 2 of the Articles of Association shall read as follows:
 - 1) *The Company's share capital amounts to not less than PLN 1,332,457.10 (one million three hundred thirty-two thousand four hundred fifty-seven zlotys and ten groszy) and not more than PLN 1,512,457 (one million five hundred twelve thousand four hundred fifty-seven zlotys) and is divided into not less than 13,324,571 (thirteen million three hundred twenty-four thousand five hundred seventy-one) and not more than 15,124,570 (fifteen million one hundred twenty-four thousand five hundred seventy) ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.*

- 2) *The Company's share capital is divided into:*
- a) 1,000,000 ordinary bearer shares of series A,
 - b) 142,860 ordinary bearer shares of series B,
 - c) 4,000,000 ordinary bearer shares of series C,
 - d) 583,670 ordinary bearer shares of series D,
 - e) 85,900 ordinary bearer shares of series E,
 - f) 76,000 ordinary bearer shares of series F,
 - g) 710,110 ordinary bearer shares of series G,
 - h) 830,000 ordinary bearer shares of series H,
 - i) 730,000 ordinary bearer shares of series J,
 - j) 1,205,639 ordinary bearer shares of series K,
 - k) 794,361 ordinary bearer shares of series L,
 - l) 1,237,000 ordinary bearer shares of series M,
 - m) 400,000 ordinary bearer shares of series N,
 - n) 462,346 ordinary bearer shares of series I,
 - o) 1,066,684 ordinary bearer shares of series O, and
 - p) *not less than 1 and not more than 1,800,000 ordinary bearer shares of series P.*
2. The Extraordinary General Meeting of the Company, acting pursuant to Article 430 § 5 of the Commercial Companies Code, authorizes the Supervisory Board of the Company to prepare a consolidated text of the Articles of Association of the Company, taking into account the amendment concerning the increase of the share capital of the Company as provided in section 1 above.

§ 7

1. This resolution shall enter into force upon its adoption.
2. The amendment to the Company's Articles of Association resulting from this resolution shall take effect upon its registration in the Register of Entrepreneurs of the National Court Register.

Justification: *The adoption of this resolution constitutes a suspensive condition for the execution of the investment agreement concluded on February 12, 2025, between the Company and the Company's shareholder – 5 HT Family Foundation with its registered office in Wrocław (the "Shareholder") (the "Investment Agreement"), as reported by the Company in Current Report No. 4/2025 dated February 12, 2025. If this resolution is adopted, the Shareholder shall be obliged to subscribe for all shares of the Company issued pursuant to it.*