

Proxy Voting Form
(This form does not replace the power of attorney document)

Shareholder Identification:

Full name / company

Address:.....

PESEL / KRS number (or number from another relevant register with an indication of the respective register):

Type, series, and number of identity document (for a natural person without a PESEL number):.....

NIP:

Number of shares for which the Proxy is authorized to exercise voting rights:.....

Share code:.....

Proxy Identification:

Full name / company:.....

Address:.....

PESEL / KRS number (or number from another relevant register with an indication of the respective register):.....

Type, series, and number of identity document (for a natural person without a PESEL number):.....

NIP:

Number of shares for which the Proxy is authorized to exercise voting rights:.....

Share code:.....

Proxy Identification *(to be completed in the case of a sequence of proxies; duplicate the proxy section as needed):*

Full name / company

Address:.....

PESEL / KRS number (or number from another relevant register with an indication of the respective register):

Type, series, and number of identity document (for a natural person without a PESEL number):
.....

NIP:

Number of shares for which the Proxy is authorized to exercise voting rights:

Share code:.....

Proposed Resolution:

**Resolution No. [:]
Extraordinary General Meeting
Genomtec S.A. headquartered in Wrocław
Dated March 12, 2025**

On the Election of the Chairperson of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of Genomtec S.A., headquartered in Wrocław, acting pursuant to Article 409 § 1 of the Commercial Companies Code, hereby elects [:] as the Chairperson of the Extraordinary General Meeting.

§ 2

This resolution enters into force upon its adoption.

Voting Method:

	Number of votes:
For:	
Against:	
Abstained:	

Objection from the shareholder represented by the proxy:.....

Voting instructions regarding the resolution:.....

Signature of the Shareholder

Signature of the Proxy

Proposed Resolution:

**Resolution No. [·]
Extraordinary General Meeting
Genomtec S.A., 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., Wrocław, hereby adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson 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 on the increase of the Company's share capital through the issuance of new Series P bearer shares with full exclusion of pre-emptive rights of existing shareholders, amendment of the Company's Articles of Association, and the application for the admission and introduction of Series P shares to trading on a regulated market.
6. Closing of the Extraordinary General Meeting.

§ 2

This resolution shall enter into force upon its adoption.

Voting Method:

	Number of votes:
For:	
Against:	
Abstained:	

Objection from the shareholder represented by the proxy:.....

.....

Voting instructions regarding the resolution:.....

.....

Signature of the Shareholder

Signature of the Proxy

Proposed Resolution:

**Resolution No. [-]
Extraordinary General Meeting
Genomtec S.A., Wrocław
Dated: March 12, 2025**

Regarding the increase of the Company's share capital through the issuance of new Series P bearer shares with full exclusion of pre-emptive rights of existing shareholders, amendment of the Company's Articles of Association, and application for the admission and introduction of Series P shares to trading on a regulated market

The Extraordinary General Meeting of the company under the name Genomtec S.A., with its registered office in Wrocław (the "Company"), acting pursuant to Article 431 § 1 and § 2 (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 lower than PLN 0.10 (ten groszy) and not higher than PLN 180,000.00 (one hundred eighty thousand zlotys) through the issuance of not fewer than 1 (one) and not more than 1,800,000 (one million eight hundred thousand) new Series P bearer shares, each with a nominal value of PLN 0.10 (ten groszy) ("**Series P Shares**").

§ 2

1. The Series P Shares shall be offered by the Company for subscription through a private placement pursuant to Article 431 § 2 (1) of the Commercial Companies Code, conducted as an offer that does not constitute a public offering within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC. The offer shall be directed exclusively to a single shareholder of the Company – 5HT Fundacja Rodzinna, with its registered office in Wrocław (the "**Shareholder**"), which is a party to the Investment Agreement concluded with the Company on February 12, 2025 (the "**Investment Agreement**").
2. The unit issue price of the Series P Shares shall be determined by the Management Board of the Company in accordance with the Investment Agreement, i.e., at a price equal to the unit sale price of the existing shares of the Company sold by the Shareholder under the public offering conducted by the Shareholder in execution of the Investment Agreement (the "**Shareholder's Offering**").
3. The Series P Shares shall be fully paid for with cash contributions, which shall be made before the registration of the Company's share capital increase in the Register of Entrepreneurs of the National Court Register.
4. The surplus of the issue price at which the Series P Shares are subscribed over their nominal value shall be fully transferred to the Company's reserve capital.
5. The agreement for the subscription of the Series P Shares may be concluded by the Company no later than April 30, 2025.

§ 3

1. The Series P Shares shall participate in dividends for the financial year ending on December 31, 2024, starting from January 1, 2024.
2. The Series P Shares shall be dematerialized securities, meaning they shall have no physical form and shall be registered in the securities depository maintained by Krajowy Depozyt Papierów Wartościowych S.A. ("**KDPW**") in accordance with the provisions of the Act of July 29, 2005, on trading in financial instruments.
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 fulfilling the

relevant legal and regulatory requirements of GPW necessary for their admission and introduction to trading on that market.

§ 4

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

"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 on increasing the Company's share capital through the issuance of new Series P bearer shares ("Series P Shares"), with the full exclusion of the pre-emptive rights of existing shareholders, amending the Company's Articles of Association, and applying for the admission and introduction of Series P Shares to trading on a regulated market ("Issue Resolution").

In the opinion of the Management Board, the full exclusion of pre-emptive rights of the existing shareholders in relation to the Series P Shares is in the best 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 between the Company and a shareholder – 5HT Fundacja Rodzinna, with its registered office in Wrocław (the "Shareholder") (the "Investment Agreement"). This allows the Company to direct an offer to the Shareholder for the subscription of Series P Shares: (i) in a quantity and at an issue price corresponding to the number and sale price of the existing shares of the Company 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 quantity, as indicated by the Shareholder, but not exceeding 457,444 (four hundred fifty-seven thousand four hundred forty-four) shares, at an issue price equal to the sale price of the existing shares of the Company actually sold by the Shareholder in the Shareholder's Offering. By implementing the above provisions of the Investment Agreement, the Company will enable the Shareholder to reinvest at least the entire amount of funds obtained by the Shareholder from the Shareholder's Offering into the Company, thereby allowing the Company to obtain new funding to support the commercialization of its projects.

In the opinion of the Management Board, 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 changing market conditions at the time of signing the Investment Agreement, (i) enabling investors to acquire shares of the Company that are already admitted to trading on a regulated market, and (ii) transferring the investment risk arising from the potential failure of the court to register the Company's share capital increase, or a delay in such registration, or an extension of 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, in light of the Company's financial needs and the Shareholder's expressed potential willingness to provide the Company with additional equity financing, the Management Board considers it appropriate to grant the Shareholder the right to subscribe for 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 sale price of the existing shares of the Company actually sold by the Shareholder in the Shareholder's Offering.

For the above reasons, the Management Board of the Company believes that the full exclusion of pre-emptive rights of the existing shareholders in relation to the Series P Shares is in the best interest of the Company and its shareholders.

The unit issue price of the Series P Shares shall be determined by the Management Board of the Company in accordance with the terms of the Investment Agreement, i.e., at a price equal to the unit sale price of the existing shares of the Company in the Shareholder's Offering. This sale price will be previously agreed upon by the Company and the Shareholder based on preliminary results from an accelerated book-building process for the shares subject to the Shareholder's Offering. In the opinion of the Management Board, the adopted method of determining the issue price of the Series P Shares will allow for consideration of all relevant circumstances affecting the issue price, including primarily market conditions, the Company's valuation by the market, its financial situation, and ongoing developments within the Company."

Recognizing that this is in the best interest of the Company and its shareholders, the Extraordinary General Meeting of the Company resolves to fully exclude the pre-emptive rights of the existing shareholders for 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 the Series P Shares, their dematerialization, and their admission and introduction to trading on the regulated market, including but not limited to:
 - 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 sale price of the existing shares of the Company sold by the Shareholder in 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 quantity equal to the total number of existing shares of the Company sold by the Shareholder in the Shareholder's Offering, increased by an additional number of Series P Shares indicated by the Shareholder, not exceeding 457,444 (four hundred fifty-seven thousand four hundred forty-four), while considering the maximum number of Series P Shares specified in § 1 above.
 - 3) Defining the remaining conditions for the issuance of Series P Shares to the extent not regulated in this resolution;
 - 4) Submitting a statement on the amount of share capital subscribed as a result of the share 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 Krajowy Depozyt Papierów Wartościowych S.A. (KDPW) for the registration of Series P Shares in the securities depository maintained by KDPW;
 - 6) Submitting applications required by the Warsaw Stock Exchange S.A. (GPW) regulations for the admission and introduction of 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 under this resolution, resolves to amend the Company's Articles of Association so that § 7 sections 1 and 2 of the Articles of Association shall be replaced with the following wording:
 - „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 1,512,457.00 (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, each with a nominal value of PLN 0.10 (ten groszy).*
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 fewer than 1 and not more than 1,800,000 ordinary bearer shares of Series P.

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 Company's Articles of Association, incorporating the amendment to the Articles of Association regarding the increase of the Company's share capital as specified 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.

Voting Method:

	Number of votes:
For:	
Against:	
Abstained:	

Objection of the shareholder represented by the proxy:.....

Instructions on the voting method regarding the above resolution:.....

 Signature of the Shareholder

 Signature of the Proxy