

**Draft resolutions for the Ordinary General Meeting of ManyDev Studio SE**

**"Resolution No. 1  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022  
on electing the Chairman of the Ordinary General Meeting**

Acting pursuant to art. 409 § 1 of the Commercial Companies Code, the Ordinary General Meeting of the Company hereby decides:

**§ 1**

To elect as Chairman of the Ordinary General Meeting of the Company to be held on June 30, 2022, Ms. \_\_\_\_\_ .

**§ 2**

The resolution shall become effective upon adoption."

*JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING*

*The resolution concerns a point of order. Election of the Chairman of the General Meeting is a statutory requirement provided for in Article 409 § 1 of the Commercial Companies Code. Pursuant to the provisions of the aforementioned provision, the Chairman of the General Meeting is responsible for the course of the General Meeting, decides on whether to take part in the voting, gives the floor, states the contents of the resolutions to be voted on, and also confirms after the voting whether they have been adopted. Without the election of the Chairman the General Meeting is not authorized to adopt effective resolutions.*

**"Resolution No. 2  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022  
on approval of the agenda of the Ordinary General Meeting**

The Ordinary General Meeting of the Company resolves as follows:

**§ 1**

1. Opening of the Meeting;

2. Electing the Chairperson of the Meeting;
3. Confirmation of the correctness of convening the General Meeting and its capacity to adopt binding resolutions.
4. Approval of the agenda of the Meeting.
5. Consideration of the following presented by the Management Board:
  - 1) The Management Board's report on the Company's activities;
  - 2) Financial statements of the Company for the year ended 31st of December 2021;
  - 3) motion of the Management Board concerning coverage of the net loss for 2021;
6. Examination of the report presented by the Supervisory Board;
  - 1) Report on the activities of the Supervisory Board in the financial year 2021.
7. Consideration of proposals of the Supervisory Board regarding:
  - 1) Approval of the report of the Management Board on the Company's activities;
  - 2) Approval of the Company's financial statements for the year ended 31st of December 2021;
  - 3) Adopting a resolution on covering the loss in accordance with the proposal of the Management Board;
  - 4) Granting a vote of acceptance to members of the Company's Management Board and Supervisory Board confirming the discharge of their duties for the financial year 2021.
8. Adoption of resolutions regarding:
  - 1) The continuation of existence of the Company;
  - 2) Approval of the Management Board report on the operations of ManyDev Studio SE for the financial year ended 31st of December 2021;
  - 3) Approval of the Company's financial statements for the financial year ended 31st of December 2021;
  - 4) Approval of the Supervisory Board's report on its activities in 2021;
  - 5) Covering the net loss for the financial year 2020;
  - 6) Covering the net loss for the financial year 2021;
  - 7) Granting acknowledgement of the fulfilment of duties by individual Members of the Company's Management Board in the financial year 2021;
  - 8) Granting acknowledgement of the fulfilment of duties to individual Members of the Company's Supervisory Board in respect of the financial year 2021;
  - 9) Issuing an opinion on the report on remuneration of the Company's Management Board and Company's Supervisory Board covering the financial year 2021.
  - 10) adopting the remuneration policy;
  - 11) amending Resolution No. 16 of the Ordinary General Meeting of Shareholders of the Company dated 30 June 2021 regarding determination of principles and amounts of remuneration of Members of the Supervisory Board of the Company.
9. Closing of the Meeting

## § 2

The resolution shall become effective upon adoption."

*JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING*

*The resolution is of procedural nature. The General Meeting debates according to the adopted agenda, and according to the disposition of article 404 § 1 of the Commercial Companies Code, a properly convened General Meeting may only effectively vote on resolutions included in the agenda, unless the entire share capital is represented at the General Meeting and none of the participants raises an objection to voting above the subject of the agenda. The agenda is provided in the notice convening the Ordinary General Meeting of Shareholders.*

**"Resolution No. 3**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**  
on the continuation of existence of the company

**§1**

Acting pursuant to Article 397 of the Commercial Companies Code, in the view of the prepared by the Management Board balance sheet disclosing a loss exceeding the sum of the capital reserves and provisions and one-third of the share capital, the Ordinary General Meeting resolves that the Company shall continue to exist.

**§2**

The resolution shall become effective upon adoption."

*JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING*

*In accordance with Article 397 of the Code of Commercial Companies, adoption of a resolution on further existence of the Company is the right of the Ordinary General Meeting of Shareholders. Adoption of a resolution on further existence of the Company is justified by the interest of the Company.*

**"Resolution No. 4**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**  
on the approval of the Board of Directors' report on the activities of ManyDev Studio SE for the financial year ended 31 December 2021.

Acting in virtue of art. 395 § 2 item 1) of Commercial Companies Code and § 33 par. 1 item 2) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

### **§ 1**

The management report of ManyDev Studio SE for the period from 1 January 2021 to 31 December 2021, including the Board of Directors' report on the Company's activities for 2021, is hereby approved.

### **§ 2**

The resolution shall become effective upon adoption."

## **JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING**

Board on the Company's activities is subject to review and approval by the General Meeting of the Company in accordance with Article 395 § 2(1) of the Code of Commercial Companies and § 33.1(2) of the Company's Articles of Association and constitutes the exclusive competence of the General Meeting of the Company.

The Report of the Management Board on the operations of ManyDev Studio SE for the financial year ended December 31, 2021 has been prepared in accordance with the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information provided by issuers of securities and the conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws, item 757).

The report of the Management Board on the Company's operations for the financial year ended 31 December 2021 was adopted by the Company's Management Board on 28 April 2022, and the Company's Supervisory Board has positively assessed the report, stating that it has been prepared in accordance with the books and documents as well as with the facts. The report covers significant matters concerning the Company's operations in 2021 and presents fairly and clearly the Company's property, economic and financial situation, as well as its development.

The Company's Supervisory Board requested the General Meeting of Shareholders to approve the said report.

**"Resolution No. 5  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw**

**dated June 30, 2022**

on the approval of the Company's financial statements for the fiscal year ended December 31, 2021.

Acting pursuant to art. 395 § 2 point 1) of the Commercial Companies Code and art. 53 section 1 of the Accounting Act of 29 September 1994 and § 33 section 1 point 2) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

The financial statements of the Company for the fiscal year ended December 31, 2021, including:

- 1) statement of financial position prepared as at 31 December 2021, which on the assets and liabilities side shows the amount of PLN 673,083.39 thousand (six hundred seventy-three thousand eighty-three zlotys 39/100),
- 2) a financial statement of comprehensive income for the financial year from 1 January 2021 to 31 December 2021, which discloses a net loss of PLN (-) 563,692.82 thousand (in words: five hundred and sixty-three thousand six hundred and ninety-two zloty 82/100), and a comprehensive loss of PLN (-) 563,692.82 thousand (in words: five hundred and sixty-three thousand six hundred and ninety-two zloty 82/100),
- 3) statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, which discloses an increase in equity by PLN 637,955.18 (six hundred and thirty-seven thousand nine hundred and fifty-five zloty 18/100),
- 4) cash flow statement for the financial year from 1 January 2021 to 31 December 2021, which shows an increase in cash by PLN 141,628.92 (in words: one hundred and forty-one thousand six hundred and twenty-eight Polish zloty and 92/100),
- 5) additional information on the adopted accounting principles (policy) and other explanatory information.

**§ 2**

The resolution shall become effective upon adoption."

**JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING**

The Company's financial statements are subject to review and approval by the Company's General Meeting of Shareholders in accordance with Article 395 § 2(1) of the Commercial Companies Code and § 33.1(2) of the Company's Articles of Association, and constitute an exclusive competency of the Company's General Meeting of Shareholders.

The financial statements of the Company for the financial year ended 31 December 2021 have been prepared in accordance with the financial reporting standards applied by the Company and the generally applicable laws, including the requirements set forth in the Accounting Act of 29 September 1994.

The Company's financial statements for the fiscal year ended December 31, 2021 were adopted by the Board of Directors on April 28, 2022, and the Company's Supervisory Board has favorably evaluated the statements, stating that they have been prepared in accordance with the books and documents as well as with the facts, and has requested the Company's General Meeting of Shareholders to approve them. The independent auditor who audited the report also gave a positive opinion on its assessment, stating that it had been drawn up in accordance with the law, the Company's Articles of Association, the accounting books and the adopted accounting principles.

**"Resolution No. 6  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

on approval of the report of the Supervisory Board on its activities in 2021

**§ 1**

The Ordinary General Meeting of the Company, having reviewed the report of the Company's Supervisory Board on the activities of the Supervisory Board in 2021, including:

- 1) assessment of the financial statements of ManyDev Studio SE for the financial year ended 31 December 2021 and the report of the Board of Directors on the activities of ManyDev Studio SE in 2021 in terms of their conformity with the books and documents as well as with the facts;
- 2) A detailed report on the activities of the Supervisory Board in 2021;
- 3) Recommendations to the Ordinary General Meeting;

resolves to approve this report.

**§ 2**

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to §382 art. 3 of the Commercial Companies Code and § 23 art. 2 point 1) of the Company's Articles of Association, the duties of the Supervisory Board include evaluation of the reports referred to in §395 art. 2 point 1) of the Commercial Companies Code, in terms of their consistency with the books and documents, as well as with the facts, and proposals of the Management Board concerning distribution of profit or coverage of loss, as well as submitting

an Ordinary written report on the results of such evaluation to the General Shareholders Meeting. At the same time, the Supervisory Board, while supervising the Company's activity, including within the scope of fulfilling its duties resulting from the aforementioned regulations, is obliged to submit binding statements concerning the functioning of the Company or its particular bodies.

The Supervisory Board, in accordance with the regulations arising from the set of principles of corporate governance adopted by Resolution of the Stock Exchange Board No. 13/1834/2021 of 29 March 2021 entitled "Best Practices of WSE Listed Companies 2021", which came into force on 1 July 2021. (hereinafter: DPSN2021), when preparing the Report on the Activities of the Supervisory Board in 2021 should take into account the issues covered by Rule 2.11, but the Company does not apply Section 2.11.6 of this rule.

The Report on the Activities of the Supervisory Board for the financial year ended 31 December 2021 was adopted by the Supervisory Board on 1 June 2022 and reflects in detail the manner in which the Supervisory Board functions and performs its duties, which is important from the point of view of the General Meeting's obligation to assess the work of the Company's bodies, including its members, and to pass a resolution on discharging them from their duties in a given financial year.

**"Resolution No. 7**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**  
concerning coverage of the net loss for the financial year 2020

Acting in virtue of art. 395 § 2 point 2) and art. 348 § 4 of Commercial Companies Code and § 28 point 2) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

The Ordinary General Meeting of the Company resolves that the Company's net loss for the financial year ended 31 December 2020 in the amount of PLN (-) 203,691.23 (two hundred and three thousand six hundred and ninety-one 23/100) shall be covered from the profit of future years.

**§ 2**

The resolution shall become effective upon adoption."

**JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING**

Pursuant to Art. 395 § 2 point 2) of the Commercial Companies Code and § 28 point 2) of the Company's Articles of Association, the subject of the Ordinary General Meeting is the

adoption of a resolution on the distribution of profit or coverage of loss. At the same time, adopting a resolution on this subject, as well as on setting the dividend date and dividend payment date, constitutes the exclusive competence of the General Meeting.

As the auditor who audited the financial statements for 2020 refused to issue an opinion, it was not possible to adopt this resolution at the AGM (Ordinary General Meeting) held in 2021.

**"Resolution No. 8**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**  
concerning coverage of the net loss for the financial year 2021

Acting in virtue of art. 395 § 2 point 2) and art. 348 § 4 of Commercial Companies Code and § 28 point 2) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

The Ordinary General Meeting of the Company resolves that the Company's net loss for the financial year ended 31 December 2021 in the amount of (-) PLN 563,692.82 thousand (in words: five hundred and sixty-three thousand six hundred and ninety-two zlotys 82/100) shall be covered by profit from future years.

**§ 2**

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 2) of the Commercial Companies Code and § 28 point. 2) of the Company's Articles of Association, the subject of the Ordinary General Meeting is the adoption of a resolution on the distribution of profit or coverage of loss. At the same time, adoption of a resolution on this subject, as well as on setting the dividend date and dividend payment date, constitutes the exclusive competence of the General Meeting.

**"Resolution No. 9**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**

on granting a vote of acceptance to Ms Agnieszka Gujgo, Member of the Supervisory Board delegated to perform the duties of President of the Management Board, confirming the

discharge of her duties as President of the Management Board of the Company for the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Ms Agnieszka Gujgo, Member of the Supervisory Board delegated to perform the duties of President of the Management Board, is hereby granted a vote of acceptance for the performance of her duties in the period from 1 January 2021 to 4 February 2021.

**§ 2**

The resolution shall become effective upon adoption."

**JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING**

Pursuant to Art. 395 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

**"Resolution No. 10**

**of the Ordinary General Meeting**

**of ManyDev Studio SE with its registered office in Warsaw**

**dated June 30, 2022**

on granting a vote of acceptance to Mr. Bartłomiej Bartula, President of the Management Board, for the fulfillment of his duties, in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Mr. Bartłomiej Bartula is hereby granted a vote of acceptance for the performance of the duties of President of the Management Board of the Company within the period from 4 February 2021 to 31 December 2021.

## § 2

The resolution shall become effective upon adoption."

### JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on this subject constitutes the exclusive competence of the General Meeting.

The Supervisory Board of the Company gave a positive opinion on the adoption of the aforementioned resolution.

**"Resolution No. 11  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

on granting the vote of acceptance to Mr. Kamil Konrad Koralewski, Deputy Chairman of the Supervisory Board, for performance of his duties in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

## § 1

Mr. Kamil Konrad Koralewski is hereby granted a vote of acceptance for the fulfillment of duties of the Deputy Chairman of the Supervisory Board of the Company within the period from 1 January 2021 to 3 February 2021.

## § 2

The resolution shall become effective upon adoption."

### JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the

Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 12  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

on granting a vote of acceptance to Ms. Ina Patrowicz for performance of her duties of Supervisory Board Member of the Company in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Ms. Ina Patrowicz is hereby granted a vote of acceptance of the performance of her duties as a Member of the Supervisory Board of the Company for the period from 1 January 2021 to 3 February 2021.

**§ 2**

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 13  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

on granting a vote of acceptance to Ms Eliza Sylwia Studzińska for performance of her duties of Supervisory Board Member of the Company in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Ms. Eliza Sylwia Studzińska is hereby granted a vote of acceptance of performance of her duties as a Member of the Supervisory Board of the Company for the period from 1 January 2021 to 3 February 2021.

**§ 2**

The resolution shall become effective upon adoption."

**JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 14  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

on granting a vote of acceptance to Mr. Damian Patrowicz the Member of the Supervisory Board of the Company in the financial year of 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Mr. Damian Patrowicz is hereby granted a vote of acceptance the fulfillment of duties of the Member of the Supervisory Board of the Company within the period from 1 January 2021 to 3 February 2021.

**§ 2**

The resolution shall become effective upon adoption."

## JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the a vote of acceptance for the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 15**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**

on granting a vote of acceptance to Mr. Bartłomiej Kurylak, for performance of his duties of Member of the Supervisory Board, in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Mr. Bartłomiej Kurylak is hereby granted a vote of acceptance for the fulfillment of duties of the Member of the Supervisory Board of the Company within the period from 3 February 2021 to 31 December 2021.

**§ 2**

The resolution shall become effective upon adoption."

## JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 16**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**

on granting a vote of acceptance to Mr. Marcin Wenus for performance of his duties of Supervisory Board Chairman in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Mr. Marcin Wenus is hereby granted a vote of acceptance to perform the duties of Chairman of the Supervisory Board of the Company within the period from 3 February 2021 to 31 December 2021.

**§ 2**

The resolution shall become effective upon adoption."

**JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on granting a vote of approval for the performance of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 17**

**of the Ordinary General Meeting**

**of ManyDev Studio SE with its registered office in Warsaw**

**dated June 30, 2022**

concerning acknowledgement of the fulfillment of duties by Mr. Robert Pakla, Member of the Supervisory Board, in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Mr. Robert Pakla is hereby granted a vote of approval of the performance of his duties as a Member of the Supervisory Board of the Company for the period from 3 February 2021 to 31 December 2021.

## § 2

The resolution shall become effective upon adoption."

### JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 18  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

on granting a vote of acceptance to Mr. Maksymilian Graś for performance of his duties of Supervisory Board Member in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

## § 1

Mr Maksymilian Graś is hereby granted a vote of acceptance for the performance of duties of Member of the Supervisory Board, in the period from 3rd February 2021 to 31st December 2021 is hereby granted.

## § 2

The resolution shall become effective upon adoption."

### JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the

Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 19  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

concerning acknowledgement of the fulfillment of duties by Mr. Tomasz Stajszczak, Member of the Supervisory Board, in the financial year 2021

Acting in virtue of art. 395 § 2 point 3) of Commercial Companies Code and § 28 point 3) of the Company Statute, the Ordinary General Meeting of the Company adopts the following resolution:

**§ 1**

Mr. Tomasz Stajszczak is hereby granted a vote of acceptance for the fulfillment of duties of the Member of the Supervisory Board of the Company within the period from 3 February 2021 to 31 December 2021.

**§ 2**

The resolution shall become effective upon adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 28 point 3) of the Company's Articles of Association, the subject of the General Shareholders Meeting is the adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company's governing bodies. At the same time, adopting a resolution on the matter constitutes the exclusive competence of the General Meeting.

**"Resolution No. 20  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

on issuing an opinion concerning the report on remuneration of the members of the Management Board and the Supervisory Board of ManyDev Studio SE for the year 2021

## § 1

The Ordinary General Meeting of the Company, acting pursuant to Article 395 § 2(1) of the Commercial Companies Code in connection with Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2020, item 2080) expresses its positive opinion on the Supervisory Board's Report on the remuneration of the Management Board and Supervisory Board of ManyDev Studio SE for the financial year 2021.

## § 2

The resolution shall become effective upon adoption."

### JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Article 395 § 2(1) of the Commercial Companies Code and Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2020, item 2080), and in accordance with the provisions of the Remuneration Policy for the Members of the Management Board and Supervisory Board of ManyDev Studio SE, the subject of the Ordinary General Meeting is the adoption of a resolution on issuing an opinion by the Ordinary General Meeting on the remuneration report which the Supervisory Board is obliged to prepare. The resolution is advisory in nature. At the same time, adopting a resolution on this subject is the exclusive competence of the General Meeting.

**"Resolution No. 21**  
**of the Ordinary General Meeting**  
**of ManyDev Studio SE with its registered office in Warsaw**  
**dated June 30, 2022**  
on the adoption of a remuneration policy

## § 1

The Ordinary General Meeting of the Company, acting pursuant to Article 90e, section 4, sentence 2 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2020, item 2080) resolves to adopt the remuneration policy for the Company's Management Board and Supervisory Board in the wording attached hereto.

## § 2

The resolution shall become effective upon adoption."

## JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Article 90e section 4 sentence 2 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to the organized trading system and on public companies (Journal of Laws of 2020, item 2080), a significant change in the remuneration policy requires its adoption, by way of a resolution, by the general meeting."

**"Resolution No. 22  
of the Ordinary General Meeting  
of ManyDev Studio SE with its registered office in Warsaw  
dated June 30, 2022**

regarding amendment to Resolution No. 16 of the Ordinary General Meeting of Shareholders of the Company dated June 30, 2021 on determination of principles and amounts of remuneration of Members of the Supervisory Board of the Company

Acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 23 Section 7 of the Company's Articles of Association, the Ordinary General Meeting amends Resolution No. 16 of the Ordinary General Meeting of the Company dated June 30, 2021 regarding the determination of principles and amounts of remuneration for the Members of the Company's Supervisory Board by giving it the following new wording

„§ 1

1. The Ordinary General Meeting of the Company determines the monthly remuneration for members of the Supervisory Board of the Company in the following amount:
  - 1) Chairman of the Supervisory Board - PLN 600.00 (in words: six hundred PLN) net,
  - 2) Member of the Supervisory Board - PLN 400 (say: four hundred zloty) net.
2. Members of the Supervisory Board shall be entitled to the above remuneration from 1 April 2021.
3. Members of the Supervisory Board shall be entitled to additional benefits from the Company in the form of insurance against civil liability of persons holding managerial positions.

§ 2

1. The remuneration shall be payable in arrears by the 10th day of the month following the month for which the remuneration is due, to the bank account indicated to the Company by the Member of the Supervisory Board; whereas, the remuneration for the period from 1 April 2021 to 31 May 2021 shall be paid on the due date of the remuneration for June 2021.
2. The remuneration shall be calculated pro rata to the number of days of the term of office in the event a Board Member is appointed or dismissed during the calendar month.

§ 3

The resolution shall become effective upon adoption."

#### JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

Pursuant to Art. 392 § 1 of the Commercial Companies Code, Members of the Supervisory Board may be granted remuneration. The remuneration shall be determined by the Articles of Association or by a resolution of the General Meeting. Pursuant to § 23 section 7 of the Company's Articles of Association, the General Meeting of Shareholders is competent to determine the principles and amounts of remuneration of the Supervisory Board members. The proposal to amend the resolution on determination of remuneration of members of the Supervisory Board is consistent with the adopted Remuneration Policy of the Management Board and Supervisory Board of the Company.