

RESOLUTION No 1

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on electing the Chairperson of the Annual General Meeting of the Company

§ 1

The Annual General Meeting of the Company hereby appoints [] as Chairman of the Extraordinary General Meeting of the Company.

§ 2

The resolution shall enter into force upon its adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The resolution is a housekeeping resolution.

RESOLUTION No 2

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the adoption of the agenda of the Annual General Meeting of the Company

§ 1

The Annual General Meeting of the Company adopts the agenda of the Annual General Meeting of the Company as follows:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. To declare that the Annual General Meeting has been duly convened and is capable of passing binding resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Presentation of the financial results of the Company and the Captor Therapeutics S.A. Group.
6. Adoption of a resolution giving an opinion on the remuneration report prepared by the Company's Supervisory Board.
7. Presentation of the report of the Company's Supervisory Board for 2023 and adoption of a resolution on its approval.
8. Consideration of the non-consolidated financial statements of Captor Therapeutics S.A. for 2023 and adoption of a resolution to approve them.
9. Consideration of the consolidated financial statements of the Captor Therapeutics S.A. Group for 2023 and adoption of a resolution to approve them.
10. Consideration of the report of the Board of Directors on the activities of Captor Therapeutics S.A. and the Captor Therapeutics S.A. Group for the period from 1 January to 31 December 2023, as contained in the annual report of the Captor Therapeutics S.A. Group, and adoption of a resolution to approve it.
11. Adoption of a resolution on the coverage of the net loss for the financial year 2023.
12. Adoption of resolutions on the discharge of all members of the Company's Management Board who served in the financial year 2023.
13. Adoption of resolutions on the discharge of all members of the Company's Supervisory Board who served in the financial year 2023.
14. Adoption of a resolution to amend the authorisation of the Company's Management Board to increase the Company's share capital within the limits of the authorised capital with the option to exclude in full the pre-emptive rights of existing shareholders and to amend the Company's Articles of Association in connection with the Company's authorised capital (amendment of Resolution No. 25 of the Annual General Meeting of 26 June 2020, as further amended, on the

authorisation of the Company's Management Board to increase the Company's share capital within the limits of the authorised capital with the option to exclude the pre-emptive rights of existing shareholders and to amend the Company's Articles of Association in connection with the Company's authorised capital).

15. Closing of the Annual General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The resolution is a housekeeping resolution - the rationale as to the individual resolutions listed on the agenda is set out below.

RESOLUTION No 3

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on giving an opinion on the remuneration report prepared by the Supervisory Board of Captor Therapeutics S.A. for the year 2023

§ 1

The Annual General Meeting of the Company - after consideration - gives a positive opinion on the remuneration report prepared by the Supervisory Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution comes into force upon adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The requirement for the General Meeting of the Company to give an opinion on the remuneration report prepared by the Supervisory Board of the Company is based on Article 90g(6) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies.

RESOLUTION No 4

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the approval of the report of the Supervisory Board of Captor Therapeutics S.A. for 2023

§ 1

The Annual General Meeting of the Company - after consideration - approves the report of the Supervisory Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2.

The resolution shall enter into force upon its adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year. The approval of this report is due to the corporate governance principles applied by the Company (DPSN 2021).

RESOLUTION No 5

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the approval of the separate financial statements of Captor Therapeutics S.A. for 2023

Pursuant to Article 393 para. 1 and art. 395 § 2 pt. 1 of the Commercial Companies Code, the Ordinary General Meeting of the Company, hereby resolves as follows:

§ 1

The Annual General Meeting of the Company - after consideration - approves the separate financial statements of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023 showing a net loss of PLN 70,591 thousand and total assets of PLN 96,612 thousand.

§ 2.

The resolution shall enter into force upon its adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closing of the Company's financial year, which should be carried out by the Ordinary General Meeting of the Company, inter alia, in accordance with art. 395 § 2 pt. 1 of the Commercial Companies Code.

RESOLUTION No 6

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the approval of the consolidated financial statements of the Captor Therapeutics S.A. Group for 2023

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63c (4) of the Accounting Act, the Annual General Meeting of the Company, hereby resolves as follows:

§ 1

The Annual General Meeting of the Company - after consideration - approves the consolidated financial statements of the Captor Therapeutics S.A. Group for the period from 1 January 2023 to 31 December 2023 showing a net loss of PLN 70,584 thousand and total assets of PLN 97,294 thousand.

§ 2.

The resolution shall enter into force upon its adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closing of the Company's financial year, which should be carried out by the Ordinary General Meeting of the Company pursuant to, inter alia, Art. 395 § 2 pt. 1 of the Code of Commercial Partnerships and Companies and Article 63c, paragraph 4 of the Accounting Act.

RESOLUTION No 7

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the approval of the report of the Board of Directors on the activities of Captor Therapeutics S.A. and the Captor Therapeutics S.A. Group for the period from 1 January to 31 December 2023, as contained in the annual report of the Captor Therapeutics S.A. Group.

Pursuant to Article 393 para. 1 and art. 395 § 2 pt. 1 of the Commercial Companies Code, the Ordinary General Meeting of the Company, hereby resolves as follows:

§ 1

The Annual General Meeting of the Company - after consideration - approves the report of the Board of Directors on the activities of Captor Therapeutics S.A. and the Captor Therapeutics S.A. Group for the period from 1 January to 31 December 2023, as contained in the Annual Report of the Captor Therapeutics S.A. Group.

§ 2.

The resolution shall enter into force upon its adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closing of the Company's financial year, which should be carried out by the Ordinary General Meeting of the Company, inter alia, in accordance with art. 395 § 2 pt. 1 of the Commercial Companies Code.

RESOLUTION No 8

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the coverage of the loss for the period from 1 January 2023 to 31 December 2023

Pursuant to Article 395 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of the Company, hereby resolves as follows:

§ 1

In view of the fact that Captor Therapeutics S.A. incurred a net loss of PLN 70,591 thousand in the period from 1 January 2023 to 31 December 2023, the Annual General Meeting resolves to cover the loss from the future profits of Captor Therapeutics S.A.

§ 2.

The resolution shall enter into force upon its adoption.

REASON FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closing of the Company's financial year, which should be carried out by the Ordinary General Meeting of the Company, inter alia, in accordance with art. 395 § 2 pt. 1 of the Commercial Companies Code.

RESOLUTION No 9

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on granting discharge to Mr Thomas Shepherd in respect of the performance of his duties as a member of the Company's Management Board

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company grants Mr Thomas Shepherd a discharge of his duties as a member of the Board of Directors of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 10

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on granting a discharge to Mr Michał Walczak in respect of the performance of his duties as a member of the Management Board of the Company

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company acknowledges Mr Michał Walczak for the discharge of his duties as a member of the Management Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 11

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on granting a discharge to Mr Radosław Krawczyk in respect of his performance of duties as a member of the Management Board of the Company

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company grants Mr Radoslaw Krawczyk discharge for the performance of his duties as a member of the Management Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 12

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on granting discharge to Mr. Paul Holstinghausen Holsten in respect of the performance of his duties as a member of the Supervisory Board of the Company

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company grants Mr Paul Holstinghausen Holsten discharge for the performance of his duties as a member of the Supervisory Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 13

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the acknowledgement of the fulfilment of duties by Mr Robert Florczykowski, Member of the Supervisory Board of the Company

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company grants Mr Robert Florczykowski discharge for the performance of his duties as a member of the Supervisory Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 14

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

**on granting a discharge to Mr Florent Gros in respect of the performance of his duties as a member
of the Supervisory Board of the Company**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company grants Mr Florent Gros discharge for the performance of his duties as a member of the Supervisory Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 15

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the acknowledgement of the fulfilment of duties by Mr Krzysztof Samotij, Member of the Supervisory Board of the Company

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company acknowledges Mr Krzysztof Samotij for the discharge of his duties as a member of the Supervisory Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 16

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on the acknowledgement of the fulfilment of duties by Mr Maciej Wróblewski, Member of the Supervisory Board of the Company

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

§ 1

The Annual General Meeting of the Company grants Mr Maciej Wróblewski discharge for the performance of his duties as a member of the Supervisory Board of Captor Therapeutics S.A. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall enter into force upon its adoption.

JUSTIFICATION FOR ADOPTION OF THE RESOLUTION: The adoption of the resolution is related to the closure of the Company's financial year in accordance with Article 395 § 2 point. 3 of the Commercial Companies Code.

RESOLUTION No 17

Annual General Meeting

a company with the business name: "Captor Therapeutics" Joint Stock Company

with its registered seat in Wrocław (the "Company")

of 27 June 2024

on amending the authorisation of the Company's Management Board to increase the Company's share capital within the limits of the authorised capital with the possibility of fully excluding the pre-emptive rights of existing shareholders and amending the Company's Articles of Association in connection with the Company's authorised capital (amendment of Resolution No. 25 of the Annual General Meeting of 26 June 2020, as further amended, on authorising the Company's Management Board to increase the Company's share capital within the limits of the authorised capital with the possibility of fully excluding the pre-emptive rights of existing shareholders and amending the Company's Articles of Association in connection with the Company's authorised capital)

§ 1

Pursuant to Article 444 § 1 of the Commercial Companies Code, the Annual General Meeting of the Company amends the authorisation of the Company's Management Board to increase the Company's share capital within the limits of the authorised capital (originally granted by Resolution No. 25 of the Annual General Meeting of 26 June 2020, as amended, on authorising the Company's Management Board to increase the Company's share capital within the limits of the authorised capital with the option to exclude the pre-emptive rights of existing shareholders and to amend the Company's Articles of Association in connection with the Company's authorised capital) by amending the term of validity (extending) of the authorisation to increase the Company's share capital within the limits of the Company's authorised capital, vested in the Company's Management Board, for a further period of three years, i.e. until 27 June 2027.

§ 2

The other conditions for increasing the Company's share capital within the limits of the authorised capital remain unchanged.

§ 3

In connection with the amendment of the authorisation granted to the Company's Management Board to increase the Company's share capital within the limits of the Company's authorised capital, § 6a(2)(2) of the Company's Articles of Association is amended to read as follows:

"2) on 27 June 2027 in relation to no more than 237,244 (two hundred and thirty-seven thousand two hundred and forty-four) shares issued under the Incentive Scheme (as defined below)."

§ 4

Pursuant to Article 447 § 2 in conjunction with Article 433 § 2 of the Commercial Companies Code, the Company's Articles of Association are amended in the interests of the Company by granting the Company's Management Board the authority to deprive existing shareholders of their pre-emptive rights in whole or in part regarding any share capital increase within the limits of the authorised capital for a further period, i.e. until 27 June 2027, with the consent of the Company's Supervisory Board. The written opinion of the Board of Directors justifying the reasons for granting the Board of Directors the

authority to do so and the proposed issue price of the shares issued within the limits of the authorised capital is attached to this resolution (with the proviso that the issue price in relation to the previous terms and conditions of the issue of shares within the limits of the authorised capital has not changed).

§ 5

Pursuant to Article 445 § 1 sentence 3 of the Code of Commercial Partnerships and Companies, it is stated that the rationale for authorising the Company's Management Board to increase the share capital within the limits of the authorised capital for a further period until 27 June 2027 is to enable the implementation of the Company's incentive programme, which was adopted by Resolution No. 14 of the Company's Annual General Meeting of 16 May 2019 on the establishment of a share-based incentive programme for the Company's employees (as amended).

§ 6

The Ordinary General Meeting of the Company authorises the Management Board of the Company to undertake all actions (actual and legal) aimed at applying for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange S.A. and aimed at dematerialisation of the Company's shares to be issued within the limits of the authorised capital adopted pursuant to this resolution, by registering them in the securities depository run by the National Depository for Securities S.A.

§ 7

The resolution shall enter into force upon its adoption, with the proviso that the amendment to the Company's Articles of Association shall take effect upon the entry of the amendment in the Register of Entrepreneurs of the National Court Register.

REASON FOR ADOPTION OF THE RESOLUTION: The subject of the draft resolution is to extend the period within which the Company's Management Board may issue shares in the Company within the limits of the authorised capital in order to implement the Company's incentive programme. The amendment in question involves extending this period for a further three years (counting from the date of the Annual General Meeting). The previous authorisation of the Company's Management Board is valid until 30 June 2025. Importantly, the draft of the above resolution does not affect in any way the other terms and conditions of the issue of shares within the limits of the authorised capital - neither the issue price of shares nor the number of shares that may be issued by the Management Board is changed. As before, the issue of shares within the limits of the authorised capital in the extended period assumes the exclusion of shareholders' subscription rights in full, as the shares will be offered to participants in the Company's incentive programme.

The opinion of the Board of Directors as to the exclusion of pre-emptive rights has been made public in a separate file.