

**RULES OF PROCEDURE OF THE GENERAL MEETING OF  
"CAPTOR THERAPEUTICS" S.A.  
based in Wrocław**

**I. GENERAL PROVISIONS**

**§ 1.**

**1.** Within the meaning of these Regulations:

- 1) "**Best Practices**" - means the corporate governance rules currently in force and adopted by the Board of the Warsaw Stock Exchange (or any other competent body of the Warsaw Stock Exchange);
- 2) "**CCC**" - means the Act of 15 September 2000. - Commercial Companies Code.
- 3) "**President of the Management Board**" - means the President of the Management Board of the Company;
- 4) "**Chairman**" - means the Chairman of the General Meeting;
- 5) "**Supervisory Board**" - the Supervisory Board of the Company;
- 6) "**Regulations**" - means these Terms and Conditions;
- 7) "**Company**" - means the company "Captor Therapeutics" S.A. based in Wrocław, Duńska 11, 54-427 Wrocław, entered in the Register of Entrepreneurs of the National Court Register under KRS number 0000756383;
- 8) "**Articles of Association**" - means the Articles of Association of the Company;
- 9) "**General Meeting**" - means the General Meeting of the Company;
- 10) "**Management Board**" - means the Management Board of the Company.

2. The Rules of Procedure were introduced by General Meeting Resolution No. 16 of June 30, 2022.

**§ 2**

These Regulations set out the rules for the conduct of the General Meeting to the extent not regulated by mandatory provisions of law and the Articles of Association.

**§ 3**

1. The General Meeting deliberates on the basis of mandatory provisions of law, pursuant to the CCC, and the provisions of the Articles of Association and these Regulations, taking into account the Good Practices applied by the Company.
2. Representatives of the Management Board and the Supervisory Board shall attend the General Meeting in such a composition as to be able to speak on matters on the agenda and to answer questions during the meeting in a substantive manner.

3. The Management Board or the Supervisory Board may admit experts of their choice to participate in the General Meeting.
4. The Company shall provide a publicly available real-time broadcast of the General Meeting.
5. Representatives of the media may attend the General Meeting.
6. The convener of the General Meeting may decide to allow participation in the General Meeting by means of electronic communication, in particular the convener of the General Meeting may exercise this right in the event of emergency situations (e.g. a state of epidemics or pandemics). Information in this respect shall be included in the notice of the General Meeting. Detailed rules of participation in the General Meeting by means of electronic communication are defined in separate rules of procedure of the Company adopted on the basis of Article 406<sup>5</sup> § 3 of the CCC.

## **II. OPENING OF THE GENERAL MEETING**

### **§ 4**

1. The General Meeting shall be opened by the Chairman of the Supervisory Board or his deputy or, in their absence, by the Chairman of the Management Board or by a person appointed by the Management Board.
2. If none of these people is present at the General Meeting and the Management Board has not appointed a person to open the meeting, the General Meeting may be opened by any person entitled to attend the General Meeting.
3. The person opening the General Meeting may take the procedural decisions necessary to start the General Meeting.
4. The person opening the General Meeting shall take steps to elect the Chairman without delay, ensure that voting proceeds properly and preside over the General Meeting until the Chairman is elected.
5. The Chairman shall be elected from among the people entitled to attend the General Meeting.
6. Candidates who have been nominated shall be entered on the list of candidates for Chairman if they agree to stand.
7. The list of candidates shall be drawn up by the person opening the General Meeting.
8. The Chairman shall be elected by voting in turn for each of the candidates put forward; the order of voting shall follow the order of the nominations.
9. The person with the highest number of votes shall be elected Chairman. If two or more candidates obtain an equal number of votes in favour, a supplementary vote shall be ordered.
10. The vote on the election of the Chairman shall be conducted by secret ballot.

### **§ 5**

1. After election, the Chairperson shall sign the attendance list containing a list of the participants in the General Meeting with an indication of the number of shares each represents and the number of votes to which they are entitled. The attendance list shall be made available during the Meeting.
2. Objections concerning incorrect entries in the attendance register shall be raised with the Chairman.
3. After signing the attendance list, the Chairman confirms that the General Meeting has been duly convened, that it is capable of adopting binding resolutions and presents the proposed agenda.
4. The Chairman's tasks include in particular:
  - 1) ensuring that proceedings are conducted properly and efficiently,
  - 2) giving the floor and taking the floor,
  - 3) issuing ordinances of order,
  - 4) managing the vote and ensuring that it runs smoothly,
  - 5) taking part, where necessary, in the drafting of proposals put to the vote,
  - 6) announcement of the results of votes,
  - 7) resolving procedural doubts.
5. The Chairman may himself order procedural or technical breaks in the proceedings other than the breaks that may be ordered by the General Meeting pursuant to Article 408 § 2 of the CCC. Breaks should be ordered by the Chairman in justified cases and in such a way that the General Meeting may end on the day it starts. Breaks ordered by the Chairperson may not be intended to make it difficult for persons entitled to participate in the General Meeting to exercise their rights. In the case of other breaks - they should be announced in justified cases.
6. The Chairman may put matters of order on the agenda.
7. Persons entitled to participate in the General Meeting may appeal against the Chairperson's decision on points of order to the General Meeting - in such case the relevant point of order shall be resolved by a resolution of the General Meeting.

## § 6

1. At the request of a shareholder holding one-tenth of the share capital represented at the General Meeting, the attendance list should be checked by a committee elected for that purpose - the verification committee.
2. The Verification Committee shall consist of 3 members.
3. The members of the verification committee shall be elected from among the people entitled to attend the General Meeting, provided that the applicants have the right to elect one member of the committee themselves.
4. The election of committee members, with the exception of the committee member

elected by the applicants, shall be carried out by voting in turn for each of the candidates put forward (the order of submissions shall be decisive - candidates put forward earlier shall be voted on first). The committee is composed of the persons who received the largest number of votes. In the event that two or more candidates receive an equal number of votes in favour of the last vacant seat on the committee, the Chairperson shall order a supplementary vote.

5. The committee's task shall be to verify whether the attendance list has been drawn up correctly. The committee may make a non-binding recommendation as to how any irregularities in the attendance register should be managed.

### **III. SUBSEQUENT CONDUCT OF THE GENERAL MEETING**

#### **§ 7**

1. The General Meeting may adopt the proposed agenda without changes, change the order of items on the agenda or remove certain items from the agenda. If the General Meeting passes a resolution to remove any item from the agenda, the motions tabled in that regard shall not be considered.
2. The Chairman may not remove items from the agenda or change the order of items on the agenda.
3. After the presentation of each item on the agenda, the Chairperson shall open the discussion by giving the floor in the order in which persons wish to speak. The Chairman may give the floor out of turn to members of the Management Board and Supervisory Board and to experts indicated by them.
4. The Chairperson may order that requests to take part in discussions shall be made in writing, stating one's name.
5. The Chairman decides to close the debate.
6. The floor may be taken only on items on the agenda which are currently under discussion, provided that the Chairman may order discussion of several items on the agenda together.
7. The Chairperson shall have the right to call attention to speakers who depart from the subject under discussion or exceed the speaking time set by the Chairperson. Speakers who do not comply with the Chairman's remarks may be deprived of the floor.
8. After closing the discussion on each item on the agenda and before proceeding to voting, the Chairperson shall announce the content of the motions and draft resolutions submitted by those entitled, provided that the Chairperson shall not be obliged to announce the motions and draft resolutions that have been published by the Company prior to the General Meeting.
9. The first to be voted on are the draft resolutions presented by the entity convening the General Meeting and, in the event of a motion to put a specific matter on the agenda of the General Meeting by other authorised individuals, the draft submitted by such individuals.

10. Until a vote on a draft resolution is ordered, the entity submitting the draft resolution may introduce auto-amendments to it. In such case the text with the introduced auto-amendments is deemed to be a draft resolution.
11. Other amendments to the main motion (draft resolution) and other motions and draft resolutions put forward by authorised persons shall be voted on in the next order in which they were put forward, unless further voting on a given agenda item becomes pointless.

#### **§ 8**

1. On points of order, the Chairman shall give the floor out of turn.
2. Requests on points of order are considered to be, in particular, those concerning
  - 1) limiting, postponing, or closing the discussion,
  - 2) restrictions on the number of speakers,
  - 3) to declare the session adjourned,
  - 4) restrictions on speaking time,
  - 5) the order of adoption of the proposals.
3. The discussion on formal motions should be opened immediately after they are made. In the discussion on motions on formal matters, only two speakers may take the floor - one "for" and the other "against" the motion tabled, unless the Chair decides otherwise.
4. Immediately after the discussion, the Chairman shall order a vote on the formal motion.

#### **IV. ELECTION OF THE SUPERVISORY BOARD**

#### **§ 9**

1. Prior to the commencement of the election to the Supervisory Board (one or more members of the Supervisory Board), the Chairman shall order the submission of candidates. As far as possible, candidates for members of the Supervisory Board should be put forward in time to allow the shareholders present at the General Meeting to decide with due discernment, but no later than 3 days before the General Meeting; the candidates, together with a set of materials concerning them, should be published on the Company's website.
2. Each shareholder is entitled to propose any number of candidates for members of the Supervisory Board. The proposed candidate shall be entered on the list of candidates if he/she agrees to stand as a candidate.
3. The list of proposed candidates for members of the Supervisory Board shall be drawn up by the Chairman in alphabetical order. The list shall be considered closed as soon as it is announced.
4. The election of the Supervisory Board is held by voting for each candidate separately in alphabetical order. Those candidates who have received the largest number of votes shall be deemed elected as members of the Supervisory Board. In the event that at least

two candidates receive an equal number of votes, for the last vacant seat on the Supervisory Board the Chairman shall order a supplementary vote.

### **§ 10**

1. The chairman shall order the election of the Supervisory Board by voting in separate groups, if such a request has been made by the entitled shareholders and has been included in the agenda of the General Meeting.
2. A request for election by groups shall be submitted by shareholders to the Management Board in an appropriate form and within an appropriate timeframe to enable the inclusion on the agenda of the General Meeting of an agenda item covering the election of Supervisory Board members by voting in separate groups.
3. Once group voting has been ordered, the Chairperson shall call upon participants in the General Meeting to form the individual groups necessary to vote and shall specify the minimum number of shares required to form one group. A shareholder may only belong to one group.
4. A shareholder's shares in excess of the proportion of shares that participate in a group vote do not confer the right to elect a further member of the Supervisory Board, by means of a vote in which all shareholders participate.
5. The president of the group concerned, if elected, shall announce the results of the vote in the group concerned; failing that, the Chairman shall announce the results.

## **V. BREAK IN PROCEEDINGS**

### **§ 11**

In the event that the General Meeting orders an adjournment, it is not necessary for the continuity of the General Meeting to maintain the identity of the participants, in particular:

- 1) a different number of participants of the General Shareholders Meeting may participate in the General Shareholders Meeting after the break. The right to participate in the General Shareholders Meeting is determined on the basis of the provisions of the CCC, but for the avoidance of doubt, when determining the right to participate, the dates are counted in relation to the original date of the General Shareholders Meeting (the date on which the General Shareholders Meeting was announced) and not in relation to the date of continuation of the proceedings after the adjournment (if the proceedings are continued on a different day),
- 2) if the Chairman elected before the adjournment is not present, the Chairman shall be re-elected,
- 3) in the event of a change of shareholders' representatives - if shareholders are represented by new proxies, a new power of attorney or any other relevant document proving authorisation to represent the shareholder at the General Meeting should be submitted .

## **VI. FINAL PROVISIONS**

## **§ 12**

- 1.** In matters not regulated, the provisions of the CCC and the Articles of Association shall apply.
- 2.** In the event of a conflict between the provisions of these Rules and the provisions of the Articles of Association, the provisions of the Articles of Association shall prevail.