

CURRENT REPORT 10/2021

April 20, 2021

Declaration of establishing a non-diluting incentive program in the Company for the years 2021-2024

The Management Board of Ryvu Therapeutics S.A. ("Company") hereby informs about receiving on April 20, 2021 a letter of intent from Mr. Paweł Przewięźlikowski - the main shareholder and President of the Management Board of the Company ("Shareholder"), regarding declaration of donation of part of the shares held by the Shareholder for the purpose of establishing an incentive program for employees and associates of the Company ("Program").

Key assumptions of the Program

The Program will include a total number of 1.247.720 ordinary shares of the Company ("Shares") representing 25% of the Company's shares held by the Shareholder. The program will be implemented by granting the Eligible Persons (as defined below) the right to acquire Shares at a preferential price.

Every person who has an employment or other professional relationship with the Company will be entitled to participate in the Program. The list of Program participants will be prepared on the basis of the Shareholder's recommendation and approved by the Supervisory Board in relation to the Members of the Management Board of the Company and by the Management Board of the Company in relation to other persons ("Eligible Persons"). Participation in the program will be voluntary.

The Shares will be donated to the Company by the Shareholder free of charge, and the Eligible Persons will be granted a right to acquire Shares at a preferential price ensuring the coverage of the Program costs incurred by the Company (such as: legal advice, brokerage fees, bank fees and others), but not more than 1 PLN per Share. The implementation of the Program will not affect the balance of the Company's equity.

The Eligible Persons will be obliged to remain in an employment or other professional relationship with the Company and not to dispose the Shares granted under the Program, within a period not less than 12 months and not longer than 36 months from the date of purchase of the Shares, unless they will be relieved from that obligation, which may happen on an exceptional basis.

In order to implement the Program, the Company:

- a) has adopted today the resolution of the Management Board initiating the Program as proposed by the Shareholder;
- b) will immediately convene the Extraordinary General Meeting of Shareholders of the Company, the agenda of which will include the adoption of resolutions on the establishment of the Incentive Program by the Company;
- c) will conclude a Share Donation agreement with the Shareholder no later than on the day preceding the commencement of the Program by the Company;
- d) will conclude agreements with Eligible Persons for participation in the Program and take all actions necessary to implement the Program, in accordance with the resolution of the General Meeting after its adoption.

The Management Board of the Company emphasizes that due to the fact that the Shares will be donated by the Shareholder, as the result of the incentive Program the remaining shareholders of the Company will not be diluted.

Goal of the Program

The purpose of implementing the incentive program as proposed will be: i) ensuring optimal conditions for long-term growth of the Company's value by creating a broad employee participation shareholding structure; ii) creating an incentive that will motivate employees to act even more actively in the best interest of the Company and its shareholders and encourage them to stay in a long-term relationship with the Company; iii) building a modern organization in which the increase in the value of the Company will translate directly into an increase in the wealth of the employees and associates of the Company.

Legal basis: Article 17(1) of the Market Abuse Regulation (MAR) – confidential information.

Representatives of the Company:

- Paweł Przewięźlikowski – President of the Management Board
- Tomasz Nocuń – Proxy