

PROXY VOTING FORM

For General Shareholders Meeting of Ryvu Therapeutics S.A. headquartered in Kraków
Convened for June 14th, 2023

Shareholder data:

Name:	
Place of residence/headquarter:	
PESEL/KRS numer:	
Number of shares:	

Proxy data:

Name:	
Place of residence/headquarter:	
PESEL/KRS numer:	
Number of shares in relation to which the proxy is empowered to vote:	

Additional Information:

1. this Proxy Voting Form does not constitute a proxy, but only voting instructions for a proxy. In order to appoint a proxy, please use the appropriate form.
2. the shareholder gives instructions by marking the appropriate box with an "X".
3. If a shareholder votes differently from his/her shares, he/she shall specify the number of shares cast in favor of the respective choice. If the number of shares is not indicated, it is considered that the proxy is entitled to vote in the indicated manner from all shares of the shareholder.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

**Resolution 1
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the election of the chairman**

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Krakow, Poland, resolves as follows:

§ 1

_____ is hereby appointed as as the Chairperson of the General Meeting of Shareholders.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 1:

The resolution is of a technical nature. The necessity to elect the Chairperson of the General Meeting after the opening of the General Meeting results from Article 409 § 1 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

**Resolution 2
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on approval of the agenda**

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Krakow, Poland, resolves as follows:

§ 1

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow, hereby approves the following agenda:

1. Opening of the meeting.
2. Election of the Chairperson of the Meeting.
3. Determination by the Chairperson of the correctness of the Assembly's convening and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Assessment of the Supervisory Board's report for the 2022 fiscal year including the evaluation of the Company's financial statements for the 2022 fiscal year, the Management Board's report on the Company's activities for the 2022 fiscal year and the Management Board's proposal to cover the loss for the 2022 fiscal year.
6. Assessment and approval of the Management Board's report on the Company's activities for the 2022 fiscal year.
7. Assessment and approval of the Company's financial statements for the 2022 fiscal year.
8. Adoption of a resolution on covering the loss for the 2022 fiscal year.
9. Adoption of resolutions on granting discharge to members of the Company's Management Board and Supervisory Board.
10. Adoption of resolutions on the appointment of new members to the Supervisory Board of the Company.
11. Adoption of a resolution on expressing an opinion on the report on remuneration of members of the Company's Management Board and Supervisory Board for the 2022 financial year.
12. Adoption of a resolution on amending the remuneration of members of the Supervisory Board of the Company.
13. Adoption of a resolution on the issuance of subscription warrants, full deprivation of subscription rights to subscription warrants, conditional increase in the Company's share capital, full deprivation of subscription rights to shares and amendments to the Articles of Association of the Company
14. Adoption of a resolution on approval of amendments to the Regulations of the Company's Supervisory Board.
15. Closing of the meeting.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Board of Directors to the draft resolution No. 2:

The resolution is technical in nature and is required on basis of Article 404 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				

Contents of the objection:

**Resolution 3
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023**

On approval of the Management Board's report on the activities of Ryvu Therapeutics S.A.

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

After consideration, the report of the Management Board on the Company's activities for fiscal year 2022 covering the period 01.01.2022-31.12.2022 is approved.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft Resolution No. 3:

The legal basis for adopting the resolution derives from Article 395 § 2(1) of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

**Resolution 4
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023**

On approval of the financial statements of Ryvu Therapeutics S.A.

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

After consideration, the Company's financial statements for fiscal year 2022 covering the period 01.01.2022-31.12.2022 are approved.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft Resolution No. 4:

The legal basis for adopting the resolution derives from Article 395 § 2(1) of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				

Contents of the objection:

**Resolution 5
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On covering the loss for the financial year 2022**

The Ordinary General Meeting of Ryvu Therapeutics S.A., with its seat in Cracow (the "Company"), acting pursuant to Article 395 § 2(2) of the Commercial Companies Code, resolves as follows:

§ 1

Cover the Company's net loss for 2022, covering the period 01.01.2022-31.12.2022, amounting to PLN 83,782,183.87, with profits from future years.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft Resolution No. 4:

The legal basis for the adoption of the resolution derives from Article 395 § 2(2) of the Commercial Companies Code. The motion to cover the loss for 2022 with profits from future years was submitted by the Company's Management Board and then received a positive opinion from the Company's Supervisory Board. Generating losses at this stage of the Company's portfolio development is not unusual, considering the scope of the Company's business, based on development of innovative drugs.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

**Resolution 6
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The President of the Company's Management Board, Mr. Paweł Przewięźlikowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 6: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				

Number of shares				
Objection				
Contents of the objection:				

**Resolution 7
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge**

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Vice President of the Company's Management Board, Mr. Krzysztof Brzózka, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 7: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 8
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Member of the Company's Management Board, Mr. Kamil Sitarz, is hereby granted discharge for the performance of his duties in the 2022 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 8: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 9
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Member of the Company's Management Board, Mr. Kamil Sitarz, is hereby granted discharge for the performance of his duties in the 2021 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 9: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 10
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to Mr. Hendrik Nogai, a member of the Company's Management Board, for the performance of his duties in the 2022 fiscal year from August 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 10: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 11
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Chairman of the Company's Supervisory Board, Mr. Piotr Romanowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 11: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 12
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Vice-Chairman of the Company's Supervisory Board, Mr. Tadeusz Wesolowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 12: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 13
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Mr. Rafal Chwast, Member of the Company's Supervisory Board, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 13: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 14
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to Mr. Axel Glasmacher, Member of the Company's Supervisory Board, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 14: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 15
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to the Member of the Company's Supervisory Board, Mr. Colin Goddard, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 15: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 16
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Mr. Jarl Ulf Jungnelius, Member of the Company's Supervisory Board, is hereby granted discharge for the performance of his duties in the 2022 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 16: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 17
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to the Member of the Company's Supervisory Board, Mr. Thomas Turalski, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 17: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 18
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023

On appointment of a new Member of the Supervisory Board of the Company

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 385 § 1 of the Commercial Companies Code in conjunction with § 20(2) of the Company's Articles of Association, resolves as follows:

§ 1

Mr. Scott Z. Fields is appointed to the Supervisory Board of the Company for the current term.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 18: In connection with the resignation of Mr. Colin Goddard from the Supervisory Board, and in view of the Company's desire to expand the composition of the Supervisory Board and the addition of a person with many years of experience in clinical drug development, the Company's Board of Directors recommended the appointment of Mr. Scott Z. Fields.

Dr. Scott Z. Fields is a medical oncologist/hematologist with more than 30 years of experience in clinical drug development. Dr. Fields currently serves as Chief Medical Officer at NeoTX Therapeutics.

Prior to joining NeoTX, Dr. Fields was the Global Head of Development for Oncology at Bayer Pharmaceuticals. In this role, he was responsible for early and late-stage development, including several novel oncology medicines across the platforms for targeted therapies/precision medicine, antibody-drug/alpha radiation conjugates and novel Immuno-Oncology agents, such as Darolutamide (Androgen Receptor inhibitor for prostate cancer), Larotrectinb (NTRK inhibitor for lymphoma) and Regorafenib (multi-kinase inhibitor for liver, colon and GIST). Prior to his position at Bayer, Dr. Fields held senior positions at Vertex Pharmaceuticals, SmithKline Beecham, Amgen, Eisai, and Arno Therapeutics and helped bring over a dozen drugs to market. He also practiced oncology/hematology and transplant medicine in academic settings.

Dr. Fields received his medical degree from SUNY Downstate Medical Center in New York, followed by training in internal medicine and hematology, and oncology at Columbia University Medical Center.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 19
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023

On appointment of a new Member of the Supervisory Board of the Company

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 385 § 1 of the Commercial Companies Code in conjunction with § 20(2) of the Company's Articles of Association, resolves as follows:

§ 1

Mr. Peter Smith is appointed to the Supervisory Board of the Company for the current term.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 19: In connection with the resignation of Mr. Colin Goddard from the Supervisory Board, and in view of the Company's desire to expand the composition of the Supervisory Board and the addition of a person with many years of experience in clinical drug development, the Company's Board of Directors recommended the appointment of Mr. Peter Smith.

Dr. Peter Smith is a pharmaceutical executive with over 20 years of experience in drug discovery and development. He has proven experience in company building and the discovery and development of new therapeutics for various diseases of unmet need. Dr. Smith is Co-Founder and currently Chief Executive Officer of Remix Therapeutics. He also

serves as Entrepreneur-In-Residence at Atlas Venture, where he is Co-founder and Acting CSO of Amplify Medicine, as well as an advisor to other Atlas portfolio companies.

Previously, he served as CSO at H3 Biomedicine, where his team introduced three molecules into the clinic with precision medicine approaches to treat various cancers. Prior to H3 Biomedicine, he was at Millenium/Takeda, where he focused on oncology drug discovery and early clinical development.

Dr. Smith received his PhD from Newcastle University and completed post-doctoral training at Dana Farber Cancer Institute.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

**Resolution 20
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023**

On expressing an opinion on the Supervisory Board Report on Remuneration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków (the "Company"), acting pursuant to Article 90g (6) of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2020, item 623), resolves as follows:

§ 1

The Ordinary General Meeting resolves to give a positive opinion on Supervisory Board Report on Remuneration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 20: The necessity to adopt the resolution arises from Article 395 § 21 of the Commercial Companies Code in connection with Article 90g (6) of the Act of July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 21
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023

On changing the remuneration of members of the Supervisory Board of the Company

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow, Poland (the "Company"), acting pursuant to Article 392 § 1 (1) of the Commercial Companies Code and § 19 (1) (I) of the Company's Articles of Association, resolves as follows:

§ 1

The newly appointed members of the Company's Supervisory Board pursuant to Resolutions 18-19 above are granted remuneration for serving on the Company's Supervisory Board in the amount of EUR 3090 gross per month, as of June 1, 2023.

§ 2

The remuneration of the members of the Company's Supervisory Board for serving on the Company's Supervisory Board is amended so that it will amount to EUR 3090 gross per month as of June 1, 2023.

§ 3

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 20: The proposal to increase the remuneration of the Supervisory Board is due to the need to update the level of remuneration of members of the Supervisory Board related to changes in the scale of the Company's operations, and changes in the market environment, with particular attention to the level of inflation.

The existing remuneration of Supervisory Board members has been set at €2,630 gross in 2019 and has not been changed since. Taking into account inflation in the Eurozone (CPI, Consumer Price Index) in the period from 2019 to 2023, with an average annual rate of 4.1%, the remuneration for the preservation of purchasing power should be EUR 3090 gross.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

Resolution 22
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023

on

the issuance of subscription warrants, full exclusion of subscription warrants, conditional increase in the share capital of the Company, full exclusion of subscription rights to shares and amendments to the Articles of Association of the Company

Acting pursuant to Art. 393 § 5, Art. 430 § 1, Art. 453, Art. 448, Art. 449 § 1, Art. 433 § 2 and § 6 of the Commercial Companies Code ("**CCC**") and pursuant to § 19.1(h) of the Company's Articles of Association, the Ordinary General Meeting of the Company resolves as follows:

§ 1 WARRANTS

1. No more than 592,825 (five hundred and ninety-two thousand, eight hundred and twenty-five) series K registered subscription warrants ("**Subscription Warrants**") shall be issued, carrying the right to subscribe for series K ordinary bearer shares, designated from No. K000001 to No. K592825, with a nominal value of PLN 0.40 (forty cents) each ("**Series K Shares**").

2. One Subscription Warrant shall entitle to take up 1 (one) Series K Share at the issue price set forth in § 2 section 6 of the Resolution.
3. The Subscription Warrants shall be issued free of charge.
4. The only person entitled to take up the Subscription Warrants shall be the European Investment Bank, Luxembourg ("**EIB**"). The subscription of the Subscription Warrants, by private placement, shall be effected by addressing to the EIB an offer to subscribe for a number of Subscription Warrants specified by the Management Board and the acceptance by the EIB of the offer to subscribe.
5. The Subscription Warrants will be in non-documentary form and will be dematerialised. The Subscription Warrants shall be registered in the securities depository maintained by the National Depository for Securities in Warsaw S.A. ("**NDS**").
6. The rights to subscribe for the Series K Shares attached to the Subscription Warrants may be exercised within 10 years from the date of this Resolution, i.e. until June 14th, 2033, upon each request of the holder of the Subscription Warrants.
7. The Subscription Warrants shall be transferable.
8. The Subscription Warrants in respect of which the right to take up the Series K Shares is not exercised within the time limit specified in passage 6 of the Resolution shall expire.
9. It is agreed that the Company may purchase its own Subscription Warrants for cancellation.

§ 2 CONDITIONAL SHARE CAPITAL INCREASE

1. It is resolved to conditionally increase the Company's share capital by an amount not exceeding PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty) through the issuance of no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) Series K Shares with a nominal value of PLN 0.40 (forty grosz) each, designated from No. K000001 to No. K592825, and a total nominal value of PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty).
2. The purpose of the conditional capital increase is to grant rights to subscribe for Series K Shares to holders of Subscription Warrants.
3. Only the holders of the Subscription Warrants shall be entitled to take up the Series K Shares.
4. The Series K Shares shall be taken up as a result of the exercise of the rights arising from the Subscription Warrants, within the period indicated in § 1, passage 6 of the Resolution, and payment of the issue price of the Series K Shares specified in passage 6.
5. The Series K Shares shall be taken up exclusively by holders of the Subscription Warrants who deliver a written representation on taking up the Series K Shares in exercise of the rights from the Subscription Warrants, in exchange for cash contributions.
6. The issue price of the Series K Shares shall be equal to the nominal value of the Series K Shares and shall be PLN 0.40 (forty groszy) per Series K Share. In the event that the nominal value of the Company's shares ("Amended Nominal Value") is changed within the time limit set forth in Par. 1.6 of the Resolution, the issue price of Series K Shares shall be equal to the Amended Nominal Value.
7. Series K Shares shall participate in dividends as follows:
 - 1) Shares first credited to the securities account no later than the dividend record date set forth in the resolution of the General Meeting of the Company on the distribution of profit shall participate in dividends starting from the profit for the previous financial year, i.e. from 1 January of the financial year immediately preceding the year in which Series K Shares were first credited to the securities account;
 - 2) Series K Shares recorded for the first time in the securities account on a date after the dividend date established in the resolution of the General Meeting of the Company on the distribution of profit shall participate in the dividend starting from the profit for the financial year in which Series K Shares were recorded for the first time in the securities account, i.e. from 1 January of that financial year.

8. Series K Shares shall be in non-documentary form and shall be dematerialised in accordance with the Act on Trading in Financial Instruments of 29 July 2005.
9. the Company will apply for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange S.A. ("WSE") no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) Series K Shares.

§ 3 EXCLUSION OF PRE-EMPTIVE RIGHTS

1. In the interest of the Company, the existing shareholders of the Company shall be entirely deprived of the pre-emptive right to Subscription Warrants and Series K Shares.
2. The written opinion of the Management Board of the Company justifying the reasons for the exclusion of the pre-emptive right to the Subscription Warrants and the Shares, the proposal to issue the Subscription Warrants free of charge and the proposed issue price for the Shares (art. 433 § 2 and § 6 in connection with art. 453 § 1 CCC) is acknowledged.

§ 4 AUTHORISATION OF THE MANAGEMENT BOARD

1. The Management Board of the Company is authorised to take all actions in connection with the issue and issuance of the Subscription Warrants to the EIB, including:
 - 1) to determine the number of Subscription Warrants to be offered for subscription by EBI;
 - 2) to offer to the EBI to take up the Subscription Warrants, including to offer to the EBI a smaller number than the maximum number of the issued Subscription Warrants indicated in this Resolution;
 - 3) to determine specific dates for taking up the Subscription Warrants and other terms and conditions of their issue as the Management Board of the Company deems appropriate;
 - 4) take all factual and legal actions related to the issue and delivery of the Subscription Warrants;
 - 5) to undertake all factual and legal actions necessary for the registration of the Subscription Warrants in the securities depository maintained by the NDS.
2. The Management Board of the Company shall be authorised to:
 - 1) undertake all factual and legal actions related to the issue of the Series K Shares to the holders of the Subscription Warrants;
 - 2) undertake all factual and legal actions necessary to register the Series K Shares in the securities depository maintained by NDS;
 - 3) Undertake all factual and legal actions necessary for the Conditional Increase in Share Capital;
 - 4) undertake all factual and legal actions necessary for the admission and introduction of the Series K Shares to trading on the regulated market of the Warsaw Stock Exchange, including in particular the submission of an application for the admission and introduction of the Series K Shares to trading on the regulated market of the Warsaw Stock Exchange.

§ 5 AMENDMENT TO THE ARTICLES OF ASSOCIATION

In connection with the conditional increase in the Company's share capital made pursuant to this Resolution, the Extraordinary General Meeting of the Company resolves to amend the Company's Articles of Association by adding a new § 7c after § 7b of the Articles of Association, with the following wording:

"§ 7c

1. *The Company's share capital is conditionally increased by no more than PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty) through the issue of no more than 592,825 (five hundred and ninety-*

two thousand eight hundred and twenty-five) series K ordinary bearer shares with a nominal value of PLN 0.40 (forty groszy) each.

2. The purpose of the conditional capital increase is to grant rights to subscribe for Series K Shares to holders of Series K subscription warrants issued by the Company pursuant to Resolution No. 22 of the Ordinary General Meeting of the Company dated June 14th, 2023 regarding the issue of subscription warrants, the full waiver of the pre-emptive right to subscribe for subscription warrants, a conditional share capital increase of the Company, the full waiver of the pre-emptive right to subscribe for shares and amendment to the Articles of Association of the Company (the "Resolution").
3. The right to subscribe for series K shares may be exercised no later than June 14th, 2023.
4. Series K shares shall be covered by cash contributions."

§ 6 FINAL PROVISIONS

The Resolution shall come into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 22: The primary purpose of the issuance of subscription warrants and conditional increase of the Company's share capital is to fulfill the obligations incumbent upon the Company in connection with the following agreements concluded with the European Investment Bank: the financing agreement dated August 16, 2022, the conclusion of which the Company reported in current report No. 14/2022 dated August 17, 2022, and the warrant agreement concluded on May 4, 2023, the conclusion of which the Company reported in current report No. 19/2023 dated May 6, 2023. 2 The issuance of the Subscription Warrants to the EIB is one of the conditions for the disbursement of the first tranche of financing by the EIB under the financing agreement entered into with the Company. The issuance of the Warrants to EIB is part of the compensation to EIB for providing financing under the Financing Agreement. The Management Board's intention is for the Company to use this debt instrument to efficiently obtain financing. 3. the deprivation of existing shareholders' subscription rights to warrants and shares in full is a requirement under the agreements concluded with the EIB. 4. in the opinion of the Management Board, the stipulated form of the agreements concluded with EIB I as a consequence of the issuance of subscription warrants with exclusion of pre-emptive rights coincides with the interests of the shareholders and the Company itself, as their purpose is to support the long-term development of the Company by securing the financial resources necessary for its implementation. Depriving existing shareholders of subscription rights, conditions the possibility of paying the first tranche of financing provided for in the agreement concluded with the EIB.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

**Resolution 23
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023**

On approval of amendments to the Regulations of the Supervisory Board

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 391 § 3 of the Commercial Companies Code and § 19 (1) (k) of the Company's Articles of Association, resolves as follows:

§ 1

The following amendments to the Regulations of the Company's Supervisory Board are hereby approved:

- a) To change the existing wording of § 4.4:

"Minutes of meetings of the Supervisory Board are signed by all Members of the Supervisory Board present at the meeting, but not later than at the next meeting of the Board."

to the following:

"The minutes of the Board meeting shall be signed by at least the Board Member conducting the meeting or managing the voting.";

b) To change the existing wording of § 7 (3):

"Members of the Supervisory Board may participate in its meetings and vote through means of direct remote communication, and in particular they can participate in meetings of the Board via teleconferences or video-conferences. Votes are cast in this procedure by a clear statement of the position of the voting person. Any doubts are resolved by the Chairman of the Supervisory Board."

to the following:

"Members of the Board may participate in its meetings and vote by means of direct communication at a distance, and, in particular, participation in Board meetings by means of teleconferencing and videoconferencing is permitted. Casting a vote in these modes shall be done by clearly stating the position of the voter. Doubts are decided by the Chairman of the Board. It is also permissible to adopt resolutions in a mixed mode, i.e. when some of the Board Members participate in the Board meeting in person and at least one Board Member participates in the meeting using means of direct remote communication. Adoption of a resolution using means of direct communication at a distance shall be approved by the Chairman of the Board, who shall take votes from the other Members of the Board.";

c) To change the existing designation of § 11 to § 12;

d) To add a new § 11 with the following wording:

"§ 11

Form of transmission of information

1.It is permissible to perform the information obligations specified in Article 380¹ § 1 of the Commercial Companies Code in any form, including: electronic, documentary, oral, by means of direct communication at a distance."

§ 2

The Regulations of the Supervisory Board of the Company incorporating the amendments referred to in § 1 are attached hereto.

§ 3

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 23: The need to adopt the resolution is justified by the amendments to the Commercial Companies Code, which came into force on October 13, 2022. The proposed amendments include, in particular, the manner in which Supervisory Board meetings are held, taking into account modern means of remote communication, as well as issues related to the new information obligations of the Company's Management Board to the Supervisory Board.

	For	Against	Abstaining	At proxy's discretion
Vote				
Number of shares				
Objection				
Contents of the objection:				

**BYLAWS OF THE SUPERVISORY BOARD
of Ryvu Therapeutics S.A. with its registered office in Kraków (“Company”)**

§ 1

General provisions

1. The Supervisory Board, hereinafter referred to as the Supervisory Board, exercises constant supervision over the Company's activities in all areas of its activity. The scope of the Supervisory Board's competence is determined by the provisions of the Commercial Companies Code, the provisions of the Company's Articles of Association and the provisions of these Regulations.
2. The composition of the Supervisory Board, the method of its selection, as well as the rights and obligations of the Supervisory Board and its individual members are specified in relevant legal provisions, in particular the provisions of the Commercial Companies Code and the provisions of the Company's Articles of Association.

§ 2

Procedure for convening meetings of the Supervisory Board

1. The Company's Supervisory Board holds meetings at least once a quarter during the financial year.
2. Meetings of the Supervisory Board are held in the Company's registered office, in Warsaw, or in another location specified by the Chair of the Supervisory Board.
3. Meetings of the Supervisory Board are convened by the Chairman of the Supervisory Board.
4. A meeting of the Supervisory Board can be convened by the Chairman at the request of any member of the Supervisory Board or at the request of the Company's Management Board – submitted to the Chairman of the Supervisory Board in the form of a written request specifying the proposed agenda. If the Chairman fails to convene a meeting at the request of a member of the Supervisory Board or the Management Board within two weeks from the request being made, the requesting person is entitled to convene the meeting of the Supervisory Board.
5. The Chairman of the Supervisory Board convenes meetings by sending invitations to all members of the Board by registered mail or in another way with acknowledgement of receipt. A member of the Supervisory Board may also be notified using other technical means, such as e-mail, telephone, fax, to numbers (addresses) provided to the Chairman of the Supervisory Board.
6. Meetings of the Supervisory Board are regarded as correctly called, if the Chairman of the Board notifies all members of the Board of the date and time of the meeting during previous meeting, however in such case, the absent members of the Board are invited in accordance with §2 (5) of these Rules.
7. A meeting of the Supervisory Board may also take place without being formally convened, if all members of the Supervisory Board are present and nobody opposes its being held or any specific points of the agenda.
8. An invitation to a meeting of the Supervisory Board should specify the location and time of starting the meeting and the meeting's agenda. With regard to matters requiring additional materials, they should be supplied together with the notice.
9. An invitation to a meeting of the Supervisory Board should be delivered to all members of the Supervisory Board at least 3 (three) days before the planned date of the meeting. In the event of important matters, the Chairman may shorten this deadline.

§ 3

Agenda for the meeting of the Supervisory Board

1. The agenda of the meeting is announced by the Chairman at the beginning of each meeting of the Supervisory Board.
2. In particularly justified cases, each member of the Supervisory Board is entitled to request the addition of additional points to the meeting's agenda, after the meeting is opened by the Chairman. Such requests are voted by the Supervisory Board.

§ 4

Manner of meetings of the Supervisory Board

1. Meetings are held in accordance with the agenda adopted by the Board.
2. Minutes are taken of all meetings of the Supervisory Board. The Chairman of the Supervisory Board should attach a list of attendance to the minutes.
3. The Company's Management Board, individual members of the Management Board and other people may participate in meetings of the Supervisory Board, if invited, except for matters which are related to them personally. Invitations are issued by the Chairman of the Supervisory Board.
4. The Minutes of the Supervisory Board meeting shall be signed by at least the Chairman of the Board or a Supervisory Board Member designated by the Chairman.
5. Minutes of the Supervisory Board's meetings are kept in the Company's registered office. Each member of the Board is entitled to receive a copy of the minutes accepted by the Board.

§ 5

Chairman of the Supervisory Board

1. Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board.
2. During the Supervisory Board meeting, the Chairman of the Supervisory Board performs, in particular, the following activities:
 - a) gives the floor to participants in the debate;
 - b) participates, if required, in editing the text of motions subject to voting;
 - c) orders voting, informs members of the Supervisory Board of voting rules and the procedure for passing resolutions, and announces results of voting;
 - d) ensures to a person opposing a resolution the ability to briefly justify his/her dissent;
 - e) enables entering in the minutes written statements of members of the Supervisory Board who so request;
 - f) in justified cases, announces short breaks in the session which do not constitute the adjournment of the meeting;
 - g) makes decisions of a procedural nature;
 - h) closes the meeting of the Supervisory Board after all the items on the agenda have been discussed.

§ 6

Adoption of the resolutions

1. Resolutions of the Supervisory Board are valid provided that all members of the Board have been invited. The Supervisory Board passes resolutions, if at least half of its members are present at the meeting, including members who participate in the meeting through means of direct remote communication.
2. Votes are cast in an open ballot. A secret ballot is arranged for elections and in respect of requests for dismissing members of the Company's Management Board or its liquidators, holding liable, or in personal matters, and on request of at least one member of the Board.
3. Resolutions of the Supervisory Board are passed by an absolute majority of votes. In the case of equal numbers of votes, the Chairman has a casting vote.

§ 7

Adoption of the resolutions in special modes

1. Members of the Supervisory Board can pass resolutions in writing or by using means of direct remote communication.
2. A vote in a written ballot is cast by delivering by registered mail, courier mail, fax or personally to the Company's address a message specifying the stance of the Supervisory Board member, within the deadline for casting the vote. No reply within the deadline is treated as a vote "against" cast by the Supervisory Board member.
3. Members of the Supervisory Board may participate in its meetings and vote through means of direct remote communication, and in particular they can participate in meetings of the Board via teleconferences or videoconferences. Votes are cast in this procedure by a clear statement of the position of the voting person. Any doubts are resolved by the Chairman of the Supervisory Board. It is also permissible to adopt resolutions in a mixed mode, i.e. when some of the Board Members participate in the Board meeting in person and at least one Board Member participates in the meeting using means of direct remote communication. Adoption of a resolution using means of direct remote communication is approved by the Chairman of the Board, who takes

votes from the other Board Members.

4. The resolution adopted pursuant to § 7 is valid when all members of the Supervisory Board have been notified of the contents of the proposed resolution.

5. The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication also in matters for which the Company's statute or these Regulations provide a secret ballot, provided that no Member of the Supervisory Board raises an objection.

§ 8

Voting through another member of the Supervisory Board

1. Resolutions of the Supervisory Board can be adopted by voting in writing through another member of the Board.
2. A member of the Supervisory Board who intends to cast a vote in writing through another member of the Supervisory Board, provides his/her vote in writing to the other member of the Board stating clearly his/her stance. A sole signature placed under a resolution is treated as a vote “for” cast by the Supervisory Board member.
3. A vote may not be cast in writing in matters added to the agenda at the meeting of the Supervisory Board.

§ 9

Audit Committee

1. The Supervisory Board appoints members of the Audit Committee, including its Chairman.
2. Members of the Audit Committee are appointed among the members of the Supervisory Board.
3. The Audit Committee consists of at least three members.
4. Most members of the Audit Committee, including its chairman, meet the criterion of independence, in particular within the meaning of Art. 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (Journal of Laws of 2017, item 1089), and at least one member of the Audit Committee, shall meet the knowledge and skills criteria specified in art. 129.1.5 of the abovementioned Act.
5. The tasks of the Audit Committee include in particular:
 - 1) monitoring of:
 - a) the financial reporting process;
 - b) effectiveness of internal control systems and risk management systems as well as the internal audit, also in respect of financial reporting;
 - c) carrying out financial audit activities, in particular audits carried out by an audit company, taking into account all the conclusions and findings of the Audit Supervision Commission which result from an inspection carried out in the audit company;
 - 2) controlling and monitoring the independent status of the auditor and the audit company, in particular when other, non-audit services are provided to the public interest company by the audit firm;
 - 3) informing the supervisory board or another supervisory or controlling body of the public interest entity of the results of the audit and explaining how the audit contributed to the reliability of the financial reporting in the public interest entity, and the role of the audit Committee in the auditing process;
 - 4) reviewing the independence of the auditor and giving consent to permitted non-audit services provided by him to the public interest entity;
 - 5) drawing up a policy for selecting an audit company to be charged with the audit of the company;
 - 6) drawing up a policy for providing permitted non-audit services by the audit company which conducts the audit, its related entities, and by a member of the audit company's network;
 - 7) determining the procedure for the public interest entity selecting an audit company;
 - 8) presenting the supervisory board or another supervisory or controlling body, or the body referred to in Art. 66 (4) of the Accounting Act of 29 September 1994, the recommendations referred to in Art. 16 (2) of Regulation 537/2014, in accordance with the policies referred to in points 6;
 - 9) submitting recommendations aimed at ensuring the reliability of the financial reporting process in the public interest entity.
6. The principles of the Supervisory Board's operation, i.e. in particular holding meetings and adopting resolutions by the Supervisory Board shall apply accordingly to the functioning of the Audit Committee, unless the Audit Committee decides otherwise.

§ 10
Remuneration Committee

1. The Supervisory Board appoints and dismissed members of the Remuneration Committee, including its Chairman.
2. Members of the Remuneration Committee, including its Chairman, are appointed among the Supervisory Board Members.
3. The Remuneration Committee consists of at least three Members.
4. In particular, the competencies of the Supervisory Board comprise:
 - 1) Regarding the remuneration of members of the Company's Management Board:
 - a) assessing the basic salary, bonuses and share-based compensation received by members of the Company's Management Board in relation to the scope of duties of members of the Company's Management Board and the manner of their performance, as well as market conditions,
 - b) presenting proposals to the Supervisory Board regarding appropriate forms of contracts with members of the Company's Management Board and the amount of their remuneration,
 - 2) Regarding directors and senior employees' remuneration:
 - a) making a general assessment of the correctness of the Company's policy regarding remuneration of the directors and senior employees,
 - b) issuing general recommendations to the Company's Management Board regarding the level and of remuneration for directors and senior employees,
 - c) monitoring the level and structure of remuneration for directors and senior employees based on relevant information provided by the Company's Management Board,
 - 3) Regarding share-based compensation that can be granted to members of the Management Board and employees of the Company:
 - a) discussing the general principles for implementing equity incentive programs based on shares, share options, subscription warrants,
 - b) presenting proposals to the Supervisory Board in this respect,
 - c) presenting proposals to the Supervisory Board regarding equity incentive programs.
5. The principles of the Supervisory Board's operation, in particular holding of meetings and the adoption of resolutions by the Supervisory Board shall apply accordingly to the Remuneration Committee, unless the Remuneration Committee decides otherwise.

§ 11
Form of providing information

1. It is permissible to perform the information obligations specified in Article 3801 § 1 of the Commercial Companies Code in any form, including: electronic, documentary, oral, by means of direct communication at a distance.

§ 12
Final Provisions

1. The costs of the Supervisory Board's activities shall be borne by the Company.
2. Any amendment to these Regulations requires a resolution of the Company's Supervisory Board. The amendment to the Regulations comes into force upon the approval of such a resolution of the Supervisory Board by way of a resolution of the General Meeting.
3. These Regulations shall enter into force upon its approval by way of a resolution of the General Meeting.

