

Resolution 1
Extraordinary General Meeting
URTESTE S.A., based in Gdansk, Poland
dated December 06, 2024.
on the election of the Chairman of the General Meeting

§ .1

The Extraordinary General Meeting of Shareholders of URTESTE S.A., acting pursuant to Article 409 § 1 of the Code of Commercial Companies, by secret ballot, appoints attorney Jaroslaw Karwowski as Chairman of the Extraordinary General Meeting on December 06, 2024.

§ .2

The resolution comes into force on the date of adoption. -----
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After the vote, he stated that **533,348** shares, representing 37.83% of the share capital, took part in the vote, of which **533,348** valid votes were cast, of which **533,348** votes were cast "for" the resolution, 0 votes were cast "against", 0 votes were cast "abstaining", no objections were raised, so the resolution was adopted. -----

Ad. 3. The Chairman of the General Meeting ordered the drawing up of the attendance list, and after signing it, stated that: -----

- This Extraordinary General Meeting was convened in accordance with Article 399 § 1 in conjunction with Article 402¹ and Article 402² of the Code of Commercial Companies by means of an announcement made on the company's website, <https://urteste.eu>, and by making public the current report No. 12/2024 of November 07, 2024 in the manner prescribed for the submission of current information in accordance with the regulations on public offerings and conditions for the introduction of financial instruments to the organized trading system and on public companies, -----.
- all formalities related to the convening of the Company's Annual General Meeting under Articles 402² and 402³ of the Commercial Companies Code have been fulfilled, -----

- **533,348** shares are represented at the Meeting out of a total of 1,409,669 shares, representing 37.83% of the share capital, and **533,348** votes are associated with the shares represented at the Meeting, -----

in view of which the Assembly is capable of adopting resolutions included in the indicated agenda. -----

Ad. 4. The Chairman of the General Meeting ordered a public vote on the resolution provided for in item 4 of the agenda, with the following wording:-----

Resolution 2
Extraordinary General Meeting
URTESTE S.A., based in Gdansk, Poland
dated December 06, 2024.
on the adoption of the agenda

§ .1

The Extraordinary General Meeting of the company under the name URTESTE S.A. with its registered office in Gdańsk (the "Company") adopts the agenda of the Meeting as follows: --

1. *Opening of the General Meeting. -----*
2. *Election of the Chairman of the General Meeting. -----*
3. *Determination of the correctness of the convening of the General Meeting and its capacity to adopt resolutions. -----*
4. *Adoption of the agenda of the General Assembly. -----*
5. *Adoption of a resolution to amend Resolution No. 22 of the Ordinary General Meeting of Urteste S.A. on the establishment of an Incentive Program in the Company and adoption of the consolidated text of the General Meeting's resolution on the establishment of an Incentive Program in the Company.-.*
6. *Closing of the General Meeting.-----*

§ .2

The resolution comes into force on the date of adoption.-----
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After the vote, the Chairman stated that 533,348 shares, representing 37.83% of the share capital, participated in the vote, of which 533,348 valid votes were cast, of which 533,348 votes were "for" the resolution, 0 votes were "against", 0 votes were "abstentions", no objections were raised, **so the resolution was adopted.**-----

Ad. 5. The Chairman of the General Meeting ordered voting on the resolution provided for in item 5 of the agenda, with the following content: -----

Resolution 3

Extraordinary General Meeting
URTESTE S.A., based in Gdansk, Poland
dated December 06, 2024.
On amending Resolution No. 22 of the Annual General Meeting of the company under the name: Urteste Joint Stock Company with its registered office in Gdansk, Poland dated June 29, 2022
On the establishment of the Incentive Program in the Company and adoption of the consolidated text of the General Meeting's resolution on the establishment of the Company's Incentive Program

§ 1

1. *The Extraordinary General Meeting of the company under the name of Urteste Spółka*

Akcynja, with its registered office in Gdańsk (the "**Company**"), resolves to amend Resolution No. 22 of the Ordinary General Meeting of the company under the name of: URTESTE Spółka Akcyjna, with its registered office in Gdańsk, dated June 29, 2022 on the establishment of an Incentive Program in the Company (the "**Resolution on the Establishment of the Incentive Program**"), as follows:-----

- 1) **§ Paragraph 1.5 of the Resolution on the Establishment of the Incentive Program, which reads** as follows:--.

"5. The total number of Entitlements shall not exceed 80,000 (eighty thousand)."-----

It receives the following new wording:-----

*"5. The total number of Entitlements shall not exceed 80,000 (eighty thousand) (the "**Total Entitlement Pool**")."*-----

- 2) **§ Paragraph 1.6 of the Resolution on the Establishment of the Incentive Program, which reads** as follows:----

"6. Entitlements granted to Participants who subsequently lost the right to participate in the Incentive Program or did not exercise the right to exercise such Entitlements despite its creation (regardless of the reason) or in view of the non-fulfillment of other conditions entitling the Participant to exercise them in accordance with this Resolution, the Incentive Program Regulations and resolutions of the Company's Management Board and Supervisory Board shall be granted to the remaining Participants in the proportional ratio of the Entitlements granted to them."-----

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It receives the following new wording :-----

"6. Entitlements granted to Participants who subsequently forfeited their right to participate in the Incentive Program or who did not exercise their right to exercise such Entitlements despite its creation (for whatever reason) or in view of the failure of other conditions entitling the Participant to exercise them in accordance with this Resolution or the Incentive Program Regulations, shall reenter the Total Entitlement Pool and may be granted to Participants."-----

- 3) **§ Paragraph 3.3 of the Resolution on the Establishment of the Incentive Program, which reads** as follows:----

"3. The Incentive Program Regulations may specify cases of expiration or transfer of the Entitlements granted to a given Participant as a result of, in particular, the Participant's failure to perform or grossly improper performance of its duties or the Participant's taking actions that are detrimental to the Company's interests. The Incentive Program Regulations may also specify the procedure for expiration or transfer of the Entitlements granted to a given Participant to other Participants on a pro rata

basis due to the occurrence of the cases listed in sentence 1 above."-----

It receives the following new wording :-----

"3. The Regulations of the Incentive Program may stipulate the cases and procedure for termination of the Entitlements granted to a given Participant and the grounds for termination of the right to participate in the Incentive Program." -----

- 4) **§ Paragraph 6.4 of the Resolution on the Establishment of the Incentive Program, which reads** as follows:----

"4 In the event that a Participant does not accept the Offer within the prescribed period, he shall be deemed to have surrendered the Entitlements covered by the Offer. In such case, the Entitlements shall be automatically withdrawn from the Participant and transferred to the other Participants of the Incentive Program in the proportionate amount of the Entitlements granted to them." -----

It receives the following new wording:-----

"(4) In the event that the Participant does not accept the Offer within the prescribed period, the Participant shall be deemed to have surrendered the Entitlements covered by the Offer. In such case, the Entitlements shall be automatically revoked from the Participant."--.

- 5) **§ Paragraph 7(2) of the Resolution on the Establishment of the Incentive Program with the following wording:**--.

"(2) the creation of a list of Eligible Persons with the determination of the number of Entitlements granted to each of them under the Individual Entitlement Pools, the number of Entitlements exercised, expired or forfeited and transferred to other Participants, as well as the number of Warrants taken up and exercised;"-----

It receives the following new wording:-----

"(2) the creation of a list of Eligible Persons with an indication of the number of Entitlements granted to each of them under the Individual Entitlement Pools, the number of Entitlements exercised, expired or forfeited, and the number of Warrants taken up and exercised;" -----

- 2. Other provisions of the Incentive Program Establishment Resolution remain unchanged.**-----

§ 2

In connection with the amendments to the Resolution on the Establishment of the Incentive Program indicated in §1 hereof, the Extraordinary General Meeting of the Company resolves to adopt the consolidated text of the Resolution on the Establishment of the Incentive Program, with the following wording:-----

**"Resolution No. 22 of the Annual General Meeting of the company under the name:
Urteste Spółka Akcyjna
, with its registered office in Gdańsk, dated June 29, 2022 concerning the establishment
of the Incentive Program in the Company**

amended by Resolution No. 3

**Extraordinary General Meeting of the company under the name: Urteste Joint Stock
Company with its registered office in Gdańsk, dated December 6, 2024**

**on amending Resolution No. 22 of the Annual General Meeting of the company under
the name: Urteste S.A. with its registered office in Gdansk, dated June 29, 2022 on the
establishment of the Incentive Program in the Company and adoption of the
consolidated text of the resolution of the General Meeting of Shareholders on the
establishment of the Incentive Program in the Company**

(Uniform Text)

*The Ordinary General Meeting of the company under the name of Urteste Joint Stock Company
with its registered office in Gdańsk (the "**Company**"), resolves as follows:-----*

§ 1

Establishment of the Incentive Program

- 1. In order to create a mechanism to increase the value of the Company by ensuring the long-term cooperation of management and operating personnel and key employees and associates with the Company, the Company resolves to introduce an incentive program under which the persons specified in this resolution will be given the opportunity to acquire Program Shares issued by the Company (the "**Incentive Program**"). -----
-----*
- 2. The Incentive Program will run from 2022 to 2026.-----*
- 3. Persons eligible to acquire the Company's shares under the Incentive Program will be members of the Company's Management Board and key employees and associates of the Company who hold a position, perform work, perform a commission, provide services or perform a work in the Company on the basis of legal relations defined in Article 12 or 13 of the Act of July 26, 1991. of the Personal Income Tax Act of July 26, 1991, or within the framework of their non-agricultural business activities ("**Eligible Persons**" or "**Eligible Person**") who have been designated by the Company to participate in the Incentive Program and have entered into a Participation Agreement with the Company under the terms and conditions set forth in this Resolution ("**Participants**" or "**Participant**").*
- 4. Under the Incentive Program, Participants will be granted non-transferable rights of a personal nature to acquire, free of charge, Series B dematerialized, registered subscription warrants issued by the Company (the "**Entitlements**"), which subscription warrants will entitle their holder to acquire Program Shares (the "**Subscription Warrants**"). The Entitlements, being rights of a personal nature, are not inheritable. The exercise of the Entitlements will depend on the fulfillment of the conditions set forth in this Resolution and*

the Incentive Program documentation. Each Entitlement confers the right to acquire 1 (one) Warrant. The Subscription Warrants will be taken up by the Participants free of charge. ---

5. The total number of Entitlements is no more than 80,000 (eighty thousand) (the "**Total Entitlement Pool**").-----
6. The Entitlements granted to Participants who subsequently forfeited their right to participate in the Incentive Program or failed to exercise the right to exercise such Entitlements in spite of its creation (for whatever reason) or in view of failure to fulfill other conditions entitling the Participant to exercise them in accordance with this Resolution or the Incentive Program Regulations, shall re-enter the Total Entitlement Pool and may be granted to Participants. -----
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7. The remaining terms and conditions of the Incentive Program shall be determined by the Company's Management Board, subject to the provisions of this Resolution and in a manner not inconsistent therewith, in the Incentive Program Regulations (the "**Incentive Program Regulations**"). The Incentive Program Regulations are subject to approval by the Supervisory Board. -----
8. For the purposes of this resolution, the following definitions are adopted: -----
 - 1) "**Program Shares**" means series F bearer shares of the Company issued as part of a conditional increase in its share capital for the purpose of offering them to holders of Warrants; -----
 - 2) "**Program Share Issue Price**" means the unit issue price of Program Shares; -----

 - 3) "**Business Day**" means any day other than Saturday, Sunday or a legal holiday in the Republic of Poland;-----
 - 4) "**WSE**" means the Warsaw Stock Exchange; -----
 - 5) "**Prospectus**" means a prospectus (within the meaning of Regulation (EU) 2017/1129 of the European Parliament of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC); -----

 - 6) "**MAR Regulation**" means Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC; -----

§ 2

Incentive Program Participants

1. The condition of participation of an Eligible Person in the Incentive Program is:-----

 - 1) adoption by the Company's Management Board and, with respect to members of

the Company's Management Board, by the Company's Supervisory Board, of a Resolution on the designation of the Person Eligible to participate in the Incentive Program (the "**Inclusion Resolution**"), which Resolution will also indicate the terms and conditions for the exercise of the Entitlements with respect to each Participant; and -----

2) execution by the Eligible Person of an agreement on participation in the Incentive Program with the Company (the "**Participation Agreement**"), which Participation Agreement will regulate in particular the Participant's rights and obligations under the Incentive Program, including the Participant's obligation not to sell the Program Shares subscribed for by the Participant for a period of 6 months from the date on which they are recorded in the Participant's securities account. The Company's Board of Directors will determine the form of the Participation Agreement in the Incentive Program Regulations. -----

2. Inclusion of an Eligible Person in the Incentive Program by the Company's Management Board requires the approval of the Company's Supervisory Board. -----

3. Immediately after the adoption of the Inclusion Resolution, the Management Board of the Company and the Supervisory Board of the Company, respectively, shall inform each Eligible Person indicated in the Inclusion Resolution of the intention to include him or her in the Incentive Program and of the proposal to conclude the Participation Agreement. The Participation Agreement shall be concluded between the parties within the timeframe and in the manner specified in the Incentive Program Regulations. -----

§ 3

Granting of Entitlements

1. The total number of Entitlements offered to a given Eligible Person will be specified in each case in the Inclusion Resolution and in the Participation Agreement (the "**Individual Entitlement Pool**"), and in the event that only one of the conditions referred to in § 4.1.1 and § 4.1.2 of this Resolution is met, each Participant will be offered no more than 50% of the Warrants allocated under the Individual Entitlement Pool. -----

2. The date on which Entitlements are granted to an Eligible Person is the date on which the Participation Agreement is concluded. -----

3. The Rules and Regulations of the Incentive Program may specify the cases and procedure for termination of the Entitlements granted to a given Participant and the grounds for termination of the right to participate in the Incentive Program. -----

§ 4

Conditions for Exercise of Entitlements

1. *Exercise of Entitlements is subject to* : -----
- 1) *obtaining a certificate of conformity issued by a notified body for a medical device covering a diagnostic test for pancreatic cancer (in vitro) on which the Company is working under the PANURI project ("Target I");*-----

 - 2) *conclusion by the Company of an agreement with a third party on the basis of which, the third party will undertake* : -----
 - (i) *incur expenses for one of the projects currently being implemented by the Company; or* -----
 - (ii) *incur expenses for one of the Company's future projects; or* -----

 - (iii) *incurring expenses for a clique of projects currently or in the future by the Company; or* -----
 - (iv) *Acquisition from the Company of rights to a medical device or patents granted to the Company (through an agreement transferring rights or licensing by the Company to a third party); or* -----

 - (v) *concluding an agreement financing the Company (e.g., in the form of a loan agreement, credit) or taking up shares,* -----

with a minimum threshold of expenses incurred by a third party or funds obtained by the Company as a result of entering into one of the agreements referred to in items i-v above : -----

 - (i) *at least EUR 50 million (fifty million) - if the agreement is signed before the date of obtaining a certificate of conformity, issued by a notified body of a medical device covering a diagnostic test for pancreatic cancer (in vitro), on which the Company is working under the PANURI project,* -----
 - (ii) *at least EUR 100 million (one hundred million euros) - if the agreement is signed after the date of obtaining a certificate of conformity issued by a notified body for a medical device covering a diagnostic test for pancreatic cancer (in vitro), on which the Company is working under the PANURI project.*

(„Cel II”); -----
hereinafter referred to collectively, respectively ("Targets"), -----

oraz -----
 - 3) *fulfillment of the **Loyalty** Criterion, understood as holding a position or being in a legal relationship with the Company as specified in § 1 Section 3 above during the*

period from the date of execution of the Participation Agreement (the "**Loyalty Criterion**"), at least until the date of adoption of a resolution by the Supervisory Board stating the achievement or non-achievement of Objectives or Objective I or Objective II. -----

§ 5

Verification of the fulfillment of the conditions for the implementation of the Entitlement

1. Verification of the Participants' achievement of Goal I, Goal II, as well as verification of the Participant's fulfillment of the Loyalty Criterion, will be carried out by the Company's Supervisory Board after the occurrence of circumstances that allow objective verification of the achievement of the Goals within 30 (thirty) days of their occurrence. -----
2. The determination of whether or not the Participants have achieved Objective I or Objective II and whether or not the Participants have met or failed to meet the Loyalty Criterion, pursuant to paragraph 1 above, shall be made by the Company's Supervisory Board in the form of a resolution, which resolution shall be adopted within the period referred to in paragraph 1 above, but no later than July 31, 2026. -----
3. For the avoidance of doubt, it is decided that it is possible to adopt a resolution stating that both Objectives and the Loyalty Criterion have been met, as well as to adopt a resolution stating that Objective 1 or Objective 2 and the Loyalty Criterion have been met. It is possible to pass two resolutions stating separately the fulfillment of Goal 1 or Goal 2 and the Loyalty Criterion, and both resolutions should be passed within the time limits referred to in paragraphs 1 and 2. -----

§ 6

Mode of execution of Entitlements

1. If the conditions for the exercise of the Entitlements set forth in this Resolution, the Incentive Program Regulations and the resolutions of the Management Board of the Company and the Supervisory Board of the Company are met, the Management Board of the Company and the Supervisory Board of the Company, respectively, shall, within 10 (ten) Business Days from the date of adoption of the resolution referred to in § 5 (2) and (3) above and in the manner set forth in the Incentive Program Regulations, address, on behalf of the Company, to the Participant an offer to acquire the Warrants free of charge (the "**Offer**"), which shall indicate: -----
 - 1) The maximum number of Warrants that may be taken up as a result of the determination of fulfillment of the conditions for the exercise of the Entitlements, specifying the number of Warrants; -----
 - 2) a deadline for acceptance of the Offer of not less than 7 (seven) and not more than 14 (fourteen) days from the date of receipt of the Offer by the Participant, subject to

paragraph 3 below; -----

- 3) *The procedure for submitting to the Company a statement of acceptance of the Offer and acquisition of the Warrants (the form for acquisition of the Warrants).* -----
2. *If both Objectives and the Loyalty Criterion are met, each Participant will be offered a maximum number of Warrants that numerically corresponds to the number of total Entitlements indicated in the Inclusion Resolution and the Participation Agreement. If one of the Objectives, i.e. Objective 1 or Objective 2, and the Loyalty Criterion is met, each Participant will be offered a maximum number of Warrants that numerically corresponds to the number representing 50% of the Entitlements indicated in the Enabling Resolution and the Participation Agreement. For the avoidance of doubt, it is stipulated that two separate Offers may be made to a Participant in the event of the adoption of two separate resolutions referred to in §5 Section 3.* -----
3. *In the event that the deadline for acceptance of the Offer specified pursuant to paragraph 1(2) above:* -----
 - 1) *during the period referred to in Article 19(11) of the MAR Ordinance - the maximum time limit for acceptance of the Offer by a Participant who is a person discharging managerial responsibilities in the Company within the meaning of Article 3(1)(25) of the MAR Ordinance is extended until the expiration of 5 (five) Business Days after the end of the period;* -----
 - 2) *during the period when acceptance of the Offer by the Participant is objectively impossible or materially impeded, in particular due to the occurrence of force majeure, an epidemic emergency or state of epidemics, the Participant being on vacation or the Participant going on a business trip - the maximum deadline for acceptance of the Offer by the Participant shall be extended until the expiration of 5 (five) Business Days from the date of cessation of the reasons preventing or materially impeding acceptance of the Offer within the deadline specified in paragraph 1(2) above.* -----

4. *In the event that the Participant does not accept the Offer by the deadline, the Participant shall be deemed to have surrendered the Entitlements covered by the Offer. In such case, the Entitlements are automatically revoked from the Participant.* -----
5. *Acquisition of the Warrants will take place taking into account the relevant laws and regulations of the National Securities Depository S.A. in effect at the time. Detailed rules for the exercise of the Entitlements will be set forth in the Incentive Program Regulations.* -----
6. *Exercise of rights from the Subscription Warrants will take place in accordance with the terms and conditions set forth in the resolution of the General Meeting of the Company constituting the basis for their issuance. The unit issue price of the Program Shares will be set at PLN 0.10 (ten cents).* -----
7. *Eligibility expires:* -----
 - 1) *upon their exercise as a result of acceptance of the Offer, in proportion to the number*

of Exercised Entitlements;-----

- 2) in such cases as may be specified in the Incentive Program Regulations in accordance with Section 3(4) above. -----

§ 7

Authorizations and delegations

In connection with the implementation of the Incentive Program, the Management Board of the Company and the Supervisory Board of the Company are authorized to take all actions necessary for or related to the implementation of this resolution and, in particular, the Management Board of the Company or the Supervisory Board are authorized to: -----

- 1) Adopt the Rules and Regulations of the Incentive Program defining the other terms and conditions of implementation of the Incentive Program, taking into account the assumptions set forth in this resolution, and in particular defining the detailed terms and conditions for the award of the Allowances, the rules for the use of the Allowances granted to the Participants who have lost their status as Participants, the template of the Participation Agreement and the dates and procedure for its conclusion, the dates and procedure for the exercise of the Allowances and the templates of the other documentation of the Incentive Program; -----

- 2) creation of a list of Eligible Persons with the number of Entitlements granted to each of them under the Individual Entitlement Pools, the number of Entitlements exercised, expired or forfeited, as well as the number of Warrants taken up and exercised; -----

- 3) determine cases when the Participant may be excluded from participation in the Incentive Program, which may occur in particular in the event of: (i) non-performance or improper performance of the Participant's duties (ii) undertaking by the Participant of actions contrary to the interests of the Company, (iii) other reasons specified in the Incentive Program Regulations; -----
- 4) to prepare all necessary applications and documentation for the Company's Supervisory Board in order for it to carry out the provisions of this resolution. -----

§ 8

Final provisions

This resolution comes into force on the date of adoption."-----

§ 9

This resolution shall become effective upon its adoption.-----

Justification of the draft resolution: -----

"On June 29, 2022. The Company's Annual General Meeting passed a resolution on the establishment of an Incentive Program in the Company (the "**Resolution on the Establishment of the Incentive Program**").-----

The previous wording of the Resolution on the Establishment of the Incentive Program stipulated that in the event that a participant in the Incentive Program loses the rights granted to him/her as a result of being deprived of his/her status as a participant (for any reason) or because he/she did not use the rights granted to him/her, the rights of this participant will be granted to the remaining participants in the proportional ratio of the rights granted to them. In the opinion of the Company's Management Board, this solution is not fully effective and does not allow the Company to make optimal use of the adopted Incentive Program in the context of hiring new personnel for the Company. In the opinion of the Company's Management Board, the entitlements which were lost by a given person (e.g. in connection with termination of employment with the Company) should return to the total pool of entitlements which the Company's Management Board and Supervisory Board may have at their disposal under the Incentive Program. Such a solution will allow the Company to grant entitlements also to potential new employees of the Company, including those who replaced persons who were previously granted entitlements. The Company's Management Board also does not rule out the possibility of granting such entitlements to existing participants in the Incentive Program. -----

The proposed amendments to the Resolution on the Establishment of the Incentive Program are intended to provide flexibility in granting rights that will not be used by participants whose rights have expired.-----

In view of the above, the Board of Directors proposes that the above resolution be adopted by the General Meeting, due to the fact that the competence as to the amendment of the Resolution on the Establishment of the Incentive Program, is vested in the General Meeting."-----

After the vote, the Chairman stated that **533,348** shares, representing 37.83 /% of the share capital, participated in the vote, of which **533,348** valid votes were cast, of which **533,348** votes were cast "for" the resolution, 0 votes were cast "against", 0 votes were cast "abstaining", no objections were raised, **so the resolution was adopted.** -----

Ad. 6. Having exhausted the agenda, **the Chairman of** the General Meeting closed the Meeting.-----