

**ANNOUNCEMENT OF CAPTOR THERAPEUTICS S.A. CONVENING  
EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

The Management Board of **Captor Therapeutics S.A.** with its registered office in Wrocław, address: ul. Duńska 11, 54-427 Wrocław, Poland, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, VI Economic Division of the National Court Register under the KRS number 0000756383, NIP 8943071259, REGON 363381765, share capital: PLN 464,571.20 (the "**Company**"), pursuant to art. 398, art. 399 § 1 and art. 402<sup>1</sup> of the Commercial Companies Code ("**CCC**") and § 19 para. 3 in connection with § 21 para. 1 pt. (i) of the Company's Articles of Association, hereby convenes the Extraordinary General Meeting of the Company and, pursuant to Article 402<sup>2</sup> of the CCC, presents the following information:

**1. Date, time and place of the Extraordinary General Meeting and detailed agenda.**

**The Extraordinary General Meeting of the Company is convened for 20 March 2024 at 2:00 P.M., Wrocław, at ul. Klecińska 125 (54-413 Wrocław), in the BETA building.**

Registration of Shareholders entitled to attend the General Meeting shall be made on the day of the General Meeting from 1:00 P.M.

**The agenda for the Extraordinary General Meeting of the Company includes:**

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chairman of the Extraordinary General Meeting.
- 3) To declare that the Extraordinary General Meeting has been duly convened and is capable of passing binding resolutions.
- 4) Adoption of the agenda of the Extraordinary General Meeting.
- 5) Adoption of a resolution to amend Resolution No. 4 of the Extraordinary General Meeting of the Company of 3 April 2023 on authorising the Management Board of the Company to increase the Company's share capital within the framework of authorised capital, on the exclusion by the Management Board of the pre-emptive rights to shares issued within the framework of authorised capital in whole or in part with the consent of the Supervisory Board and on the amendment of the Company's Articles of Association in connection with the Company's authorised capital, previously amended by Resolution No. 3 of the Extraordinary General Meeting of 5 September 2023.
- 6) Adoption of a resolution to amend the Company's Articles of Association.
- 7) Closing of the Extraordinary General Meeting.

**2. Description of procedures for attending the General Meeting and exercising voting rights.**

**a) Shareholder's right to request the inclusion of specific items on the agenda of the General Meeting.**

A Shareholder or Shareholders representing at least one-twentieth of the share capital may request the inclusion of specific items on the agenda of the General Meeting. Such a request, including a justification or a draft resolution concerning the proposed agenda item, should be submitted to the Management Board no later than twenty-one days prior to the scheduled date of the General Meeting, i.e. 28 February 2024. The request may be submitted in electronic form to the email address:

relacje.inwestorskie@captortherapeutics.com or in writing to: Board of Directors of Captor Therapeutics S.A., 11 Duńska Street, 54-427 Wrocław.

The Shareholder(s) should attach to the aforementioned request copies of the registered certificates of deposit issued by the entities maintaining the securities accounts of such Shareholders, which will confirm the right to request the inclusion of certain matters on the agenda of the General Meeting and the identity of the person or persons making the request.

The Management Board of the Company will immediately, but no later than eighteen days prior to the scheduled date of the General Meeting, i.e. by 02 March 2024, announce the changes to the agenda introduced at the request of the Shareholders in a manner appropriate to the convening of the General Meeting, i.e. by posting them on the Company's website and in the manner prescribed for the transmission of current information in accordance with the regulations on public offering and the conditions for introducing financial instruments into the organised trading system and on public companies.

**b) The Shareholder's right to propose draft resolutions on items placed on the agenda of the General Meeting or items to be placed on the agenda prior to the date of the General Meeting.**

A Shareholder or Shareholders representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit draft resolutions concerning matters on the agenda of the General Meeting or matters to be added to the agenda. This submission may be made in electronic form at the email address: [relacje.inwestorskie@captortherapeutics.com](mailto:relacje.inwestorskie@captortherapeutics.com) or in writing to: Management Board of Captor Therapeutics S.A., 11 Duńska Street, 54-427 Wrocław.

The Company will immediately announce the draft resolutions on its website.

The Shareholder(s) proposing draft resolutions should enclose copies of the registered deposit certificates issued by the entities maintaining the securities accounts of such Shareholders, which will confirm the right to propose the aforementioned draft resolutions and the identity of the person(s) proposing the draft resolutions.

**c) Shareholder's right to propose draft resolutions on items on the agenda at the General Meeting.**

Each Shareholder may, during the General Meeting, propose draft resolutions concerning the items on the agenda.

**d) Information on how to exercise voting rights by proxy, including in particular the forms to be used when voting by proxy and how to notify the Company by means of electronic communication of the appointment of a proxy.**

A shareholder may attend the General Meeting and exercise his/her voting rights in person or by proxy.

Representatives of Shareholders who are legal persons or organisational entities without legal personality and to which legal capacity is conferred by law should present to the Company up-to-date copies of the relevant registers listing the persons authorised to represent those Shareholders. If there has been a change in the persons authorised to represent a Shareholder and the change has not yet been disclosed in the relevant register, the representatives of that Shareholder should, in addition, present the relevant resolutions or statements of intent of the bodies or entities authorised to appoint and remove persons representing the Shareholder confirming the change. If the Shareholder is not

subject to registration, its representatives should present another document confirming the existence of the principal and the principles of representation. Statutory representatives and so-called ex officio substitutes (bankruptcy trustee, court supervisor, executor of a will, curator of an unregistered estate) should present documents demonstrating their authority to act on behalf of the Shareholder.

A proxy to attend the General Meeting and to exercise voting rights must be granted in writing or in electronic form. In the manner referred to in the preceding sentence, a Shareholder may revoke his/her declaration of appointment of a proxy. The granting of a proxy in electronic form does not require a secure electronic signature verified using a valid qualified certificate.

The proxy shall exercise all rights of the Shareholder at the General Meeting, unless otherwise stated in the proxy. If a Shareholder's proxy at the General Meeting is a member of the Supervisory Board or the Management Board of the Company, an employee of the Company or a member of the governing bodies or an employee of a subsidiary of the Company, the proxy may authorise representation of the Shareholder at only one General Meeting. The proxy referred to in the preceding sentence shall vote in accordance with the instructions given by the Shareholder. The above provisions shall apply mutatis mutandis if a Shareholder's proxy is another Shareholder and the agenda of the General Meeting includes the adoption of a resolution on that proxy's liability to the Company, including the granting of a discharge, releasing that proxy from liability to the Company or a dispute between that proxy and the Company.

A proxy who is a member of the Management Board or an employee of the Company or a member of the governing bodies or an employee of a subsidiary of the Company, as well as a Shareholder who is the proxy of another Shareholder, if the agenda of the General Meeting includes the adoption of a resolution on the proxy's liability towards the Company, including the granting of a discharge, the release of the proxy from liability towards the Company or a dispute between the proxy and the Company, is obliged to disclose to the Shareholder any circumstances indicating the existence or possibility of a conflict of interest.

The proxy may grant a further proxy if this is apparent from the wording of the proxy. If a Shareholder's proxy is a member of the Supervisory Board or the Management Board of the Company, an employee of the Company or a member of the governing bodies or an employee of a subsidiary of the Company, as well as another Shareholder, and the agenda of the General Meeting includes the adoption of a resolution on that proxy's liability to the Company, including the granting of a discharge, the release of that proxy from liability to the Company or a dispute between that proxy and the Company, then the granting of a further proxy is excluded.

The substitute proxy should provide the Company with all documents demonstrating its authority, including the power of attorney granted by the Shareholder to the proxy who appointed the substitute proxy.

A proxy may represent more than one Shareholder and vote differently on each Shareholder's shares.

A shareholder with shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each account.

The Company has made available for download on its website from the date of publication of this announcement a form containing a specimen proxy and forms to be used when voting by proxy.

The shareholder shall notify the Company of the granting of the proxy in electronic form to the email address: [relacje.inwestorskie@captortherapeutics.com](mailto:relacje.inwestorskie@captortherapeutics.com). Together with the notification of granting the electronic power of attorney, the Shareholder will send a scan of the granted power of attorney, a scan of the identity card, passport or other document allowing identification of the Shareholder as the principal and the appointed proxy, as well as an e-mail address through which the Company will be able to communicate with the Shareholder and his/her proxy. If the proxy is granted by a legal person or an organisational unit without legal personality, the Shareholder, as the principal, additionally sends current excerpts from relevant registers listing the persons authorised to represent such Shareholders.

If the proxy is a legal person or an unincorporated organisational unit, the Shareholder, as principal, additionally sends a scan of an extract from the register with which the proxy is registered.

In the event that any document presented as evidence of the granting of a power of attorney is in a language other than Polish or English, it should be accompanied by a sworn translation into Polish.

The Company may take appropriate measures to identify the Shareholder and the proxy. Verification may consist, in particular, of a return enquiry by telephone or e-mail to the Shareholder and proxy to confirm that a proxy has been granted.

The rules regarding notification of a power of attorney and identification of the proxy and the principal shall apply mutatis mutandis to the notification of the Company on revocation of the power of attorney granted. Notification of the granting and revocation of a power of attorney without complying with the requirements indicated above shall have no legal effect with respect to the Company.

The choice of how to appoint a proxy is at the Shareholder's discretion and the Company is not responsible for errors in the completion of the proxy form and the actions of persons using proxies. Sending the above-mentioned documents by e-mail does not exempt the proxy from the obligation to present his or her identification documents when signing the attendance list at the General Meeting. If they are not presented, the Shareholder's proxy may not be allowed to attend the General Meeting.

If instructions have been given to the proxy as to the exercise of the voting right, the Company will not verify whether the proxy exercises the voting right in accordance with the instructions received from the principal.

Notice of the granting or revocation of a proxy in electronic form must be sent to the Company by 2:00 p.m. on the business day immediately preceding the date of the General Meeting.

**e) Participation in the General Meeting by means of electronic communication.**

It is not envisaged to participate in the General Meeting by means of electronic communication.

**f) Speaking at the General Meeting by means of electronic communication.**

It is not envisaged to be possible to speak at the General Meeting by means of electronic communication.

**g) Exercise of voting rights by correspondence or electronic means of communication.**

It is not envisaged that voting rights can be exercised by means of electronic communication or by correspondence.

**h) Shareholder's right to ask questions on the items on the agenda of the General Meeting.**

During the course of the General Meeting, each Shareholder has the right to ask questions on the matters on the agenda of the General Meeting.

### **3. General Meeting registration date.**

The record date is 04 March 2024, i.e. sixteen days before the date of the General Meeting.

The record date for the General Meeting is uniform for holders of bearer shares and registered shares.

### **4. Information on the right to attend the General Meeting.**

Only those persons who are Shareholders of the Company on the date of registration for the General Meeting, as indicated in section 3, have the right to attend the General Meeting of the Company.

In order to participate in the General Meeting, holders of dematerialised bearer shares and registered shares should submit to the entity maintaining the securities account a request for the issuing of a registered certificate of the right to participate in the General Meeting, no earlier than after the announcement of the convening of the General Meeting and no later than on the first working day after the record date for participation in the General Meeting.

The list of Shareholders entitled to participate in the General Meeting will be made available at the registered office of the Company in Wrocław, at ul. Duńska 11, for three weekdays prior to the date of the General Meeting, i.e. on 15, 18 and 19 March 2024 from 9:00 A.M. to 3:00 P.M. A Shareholder may request that the list of Shareholders be sent to him/her free of charge to the electronic delivery address or by e-mail, specifying the address to which the list should be sent. This request may be made electronically to the email address: [relacje.inwestorskie@captortherapeutics.com](mailto:relacje.inwestorskie@captortherapeutics.com).

### **5. Access to documentation relating to the General Assembly.**

The documentation to be presented to the General Meeting, together with the draft resolutions, is available on the Company's website in the investor relations section (<https://captortherapeutics.pl/relacje-inwestorskie/walne-zgromadzenia>) from the date of the convening of the General Meeting.

A shareholder has the right to request a copy of the motions on matters on the agenda within one week before the General Meeting.

### **6. Proposed amendments to the Company's Articles of Association**

Pursuant to Article 402 § 2 of the Code of Commercial Companies. Appendix 1 to this announcement contains the hitherto binding provisions of the Articles of Association of the Company, which, according to the draft resolution, may be subject to change. The content of the proposed amendments to the Company's Articles of Association is also included in the draft resolution available pursuant to item 5 above.

### **7. Website address where information on the General Meeting will be made available.**

Information on the General Meeting is available at <https://captortherapeutics.pl/relacje-inwestorskie/walne-zgromadzenia>.

*Annex 1 proposed amendments to the Articles of Association*

<b>Editorial unit</b>	<b>Current wording</b>	<b>Planned wording</b>
§ 6b(8) <sup>1</sup>	"Paragraph 6 above shall not apply in the case of an issue of up to 400,000 shares within the Investment Target Capital in exercise of pre-emptive or Priority Rights (whether or not any share issued is taken up in exercise of pre-emptive or Priority Rights). Paragraph 6 shall apply to any subsequent issue within the Investment Target Capital after the limit on the number of shares specified in the preceding sentence has been exhausted."	"Paragraph 6 above shall not apply in the case of an issue of shares within the Investment Target Capital in exercise of pre-emptive rights or Pre-emptive Rights (whether or not any share issued is taken up in exercise of pre-emptive rights or Pre-emptive Rights)."
§ 6b(8)(a)	"Eligible Person was the owner of the Company's shares on the date designated by the Management Board (the "Record Date") or is included in the list of persons entitled to participate in the Company's General Meeting of 5 September 2023, drawn up in accordance with Article 4063 of the Commercial Companies Code (the "List");"	"Eligible Person was an owner of shares of the Company on the date designated by the Management Board (the "Record Date") or was included in the list of individuals entitled, prepared in accordance with Article 406 <sup>3</sup> of the Commercial Companies Code, to participate in the last General Meeting of Shareholders of the Company immediately preceding the adoption by the Management Board of a given resolution to increase the share capital under the Investment Target Capital (the "List");"
§ 30(3)	"The Supervisory Board shall adopt resolutions by open vote. A secret ballot shall be ordered at the request of a member of the Supervisory Board and in personal matters."	"The Supervisory Board shall adopt resolutions by open vote. A secret ballot shall be ordered at the request of a member of the Supervisory Board."