

**KERNEL HOLDING S.A.**  
*société anonyme*  
**Registered office: 9, rue de Bitbourg**  
**L-1273 Luxembourg**  
**R.C.S. Luxembourg B 109.173**  
**(the “Company” or “Parent Company”)**

## **NOTICE TO THE SHAREHOLDERS**

We hereby give you notice of the

### **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

to be held on 22 August 2022 at 3 p.m. (Luxembourg time) at the registered office of the Company, at 9, rue de Bitbourg, L-1273 Luxembourg, with the following agenda:

#### **AGENDA**

1. Acknowledgement of the report of the board of directors of the Company with respect to the creation of the authorized share capital of the Company;
2. Approval of the creation of an authorized share capital of the Company, excluding the current issued share capital, of an amount of five million seven hundred three thousand six hundred ninety-six US Dollars (USD 5,703,696) consisting of two hundred sixteen million (216,000,000) shares without nominal value;
3. Granting of an authorization to the board of directors of the Company for a period of five (5) years as from the date of adoption of the present resolutions to, from time to time, issue shares, to grant options to subscribe for shares and to issue any other instruments giving access to shares within the limits of the authorized capital to such persons and on such terms as they shall see fit and specifically to proceed with such issue without reserving a preferential right to subscribe to the shares issued for the existing shareholders and it being understood, that any issuance of such instruments will reduce the available authorized capital accordingly and subsequent insertion of a new article 6 in the articles of association of the Company.

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## **IMPORTANT INFORMATION FOR PARTICIPATING IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

This information has been prepared to indicate the steps that should be taken by the shareholders in order to participate in the general meeting of shareholders. This document should be read in conjunction with the Company's articles of association and applicable provisions of Luxembourg law.

The Company's issued share capital is set at two million two hundred eighteen thousand nine hundred twenty-eight US Dollars and sixty-four cents (USD 2,218,928.64) and is divided into eighty-four million thirty-one thousand two hundred thirty (84,031,230) shares without indication of a nominal value. Each voting share entitles the holder thereof to one vote.

### **Right to participate at the extraordinary general meeting of shareholders**

As indicated in the notice published on **22 July 2022** on the website of the Warsaw Stock Exchange (<https://www.gpw.pl/company-factsheet?isin=LU0327357389#reportsTab1>) and the website of the Company ([www.kernel.ua](http://www.kernel.ua)) as well as filed with the Luxembourg Trade and Companies' Register and published on the *Recueil électronique des sociétés et associations* and in the Luxembourg newspaper "Tageblatt" any shareholder who holds one or more share(s) of the Company on **08 August 2022 at 12:00 a.m. (Luxembourg time)** (the "Record Date") shall be admitted to the extraordinary general meeting of shareholders.

Shareholders who wish to participate in person, or via proxy, or via voting form at the extraordinary general meeting of shareholders should notify the Company and the operator or depository or sub-depository of their intention to participate by returning the participation form to the Company to Kernel Holding S.A., 9, rue de Bitbourg, L-1273 Luxembourg, or by e-mail to [ir@kernel.ua](mailto:ir@kernel.ua), and to the operator or depository or sub-depository no later than **08 August 2022 at 12:00 a.m. (Luxembourg time)**. Shareholders shall provide the Company with the relevant documentation evidencing their ownership (such as depository certificates issued by financial institutions, custodian banks and investment brokers maintaining securities account) of the shares no later than **17 August 2022 at 12:00 p.m. (Luxembourg time)**.

Shareholders whose shares are held through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository and who wish to vote via the electronic system in relation to the extraordinary general meeting of shareholders must give voting instructions to the chairman of the extraordinary general meeting of shareholders, via the electronic system of the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository. The operator of a securities settlement system or a professional depository or sub-depository designated by such depository must, prior to the extraordinary general meeting of shareholders, provide (i) a spreadsheet of the voting instructions in relation to the votes cast including a proxy to the chairman of the extraordinary general meeting of shareholders for each of the extraordinary general meeting of shareholders, to be returned to the Company prior to the date of the extraordinary general meeting of shareholders; (ii) a certificate certifying the number of shares recorded in their account on the Record Date.

The free transferability of the shares shall remain unaffected by the convening and holding procedures of the extraordinary general meeting of shareholders. In the event that any shareholder votes through proxies or voting forms, the proxy or voting form has to be deposited at the registered office of the Company no later than **19 August 2022 at 12:00 a.m. (Luxembourg time)**. The proxy or voting form may be submitted by mail to the registered office of the Company to Kernel Holding S.A., 9, rue de Bitbourg, L-1273 Luxembourg, no later than **19 August 2022 at 12:00 a.m. (Luxembourg time)** or by e-mail to [ir@kernel.ua](mailto:ir@kernel.ua).

Proxies, participation forms and voting forms are available on the website of the Company (<https://www.kernel.ua/investor-relations/shareholder-meetings/>), or upon demand made in writing to Kernel Holding S.A., 9, rue de Bitbourg, L-1273 Luxembourg, or by e-mail to [ir@kernel.ua](mailto:ir@kernel.ua).

Proxies, participation forms and voting forms provided on the website of the Company ([www.kernel.ua](http://www.kernel.ua)) may be used and will be taken into account. One person may represent more than one shareholder.

Whether or not you propose to attend the extraordinary general meeting of shareholders in person, we request that the participation form and/or proxy and/or voting form are to be completed and returned in accordance with the instructions printed thereon.

Completion and return of a proxy or voting form will not prevent shareholders from attending and voting at the extraordinary general meeting of shareholders, should they so wish.

If proxy voting instructions are not provided for a resolution, the proxy will be deemed to abstain from voting on such resolution.

For the proxy to be valid, the name of the shareholder must be identical in the proxy and in the registered depository certificate.

Kindly send the duly completed and signed participation form and/or proxy and/or voting form either by email (scanned document) to [ir@kernel.ua](mailto:ir@kernel.ua), or by post to the following address, quoting “2022 Extraordinary General Meeting of Kernel Holding S.A.”:

Kernel Holding S.A.

9, rue de Bitbourg

L-1273 Luxembourg

#### **Right to have new items added to the agenda of the extraordinary general meeting of shareholders**

One or more shareholders holding together at least 5% of the share capital of the Company may:

- Add new items on the agenda of the extraordinary general meeting of shareholders;
- File proposed resolutions in relation with the items of the agenda or the additional items. Such requests must be sent to the Company in writing by mail to Kernel Holding S.A., 9, rue de Bitbourg, L-1273 Luxembourg or by e-mail to [ir@kernel.ua](mailto:ir@kernel.ua).

Such requests should enclose the related proposed resolutions and should indicate a mail or e-mail address to which the Company may send an acknowledgement of receipt. Such requests should be sent to the Company by **29 July 2022 at 12:00 a.m. (Luxembourg time)**. The Company will acknowledge the receipt of such requests within 48 hours upon receipt.

The Company will publish an updated agenda of the extraordinary general meeting of shareholders at the latest on **05 August 2022 at 12:00 a.m. (Luxembourg time)**.

#### **Right to inspect certain documents at the registered office of the Company**

The shareholders may inspect the text of the proposed amendments to the articles of association of the Company and the draft of the resulting consolidated articles at the registered office of the Company or on the website of the Company (<https://www.kernel.ua/investor-relations/shareholder-meetings/>) as of the date of the publication of the present convening notice.

#### **Language**

The extraordinary general meeting of shareholders will be conducted in English. Please note that the English language version of all resolutions is binding as the resolutions will be adopted in English.

All documents relating to the extraordinary general meeting of shareholders must be delivered to the Company in English. If any document has been prepared in any other language, shareholders should translate such document into English prior to the extraordinary general meeting of shareholders and provide the Company with the translation.

**Further questions**

Shareholders may address all queries with respect to the extraordinary general meeting of shareholders by email to the following email address: [ir@kernel.ua](mailto:ir@kernel.ua), or to the following address:

Kernel Holding S.A.

9, rue de Bitbourg

L-1273 Luxembourg

On all related correspondence, kindly indicate the following notice:

**“2022 Extraordinary General Meeting of Shareholders of Kernel Holding S.A.”**

All documentation and information required under the Law of 24 May 2011 implementing the Directive 2007/36 EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders of listed companies, as amended, including the proposed resolutions will be available on the website of the Company ([www.kernel.ua](http://www.kernel.ua)) or may be obtained by sending an e-mail to [ir@kernel.ua](mailto:ir@kernel.ua).

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**Anastasiia USACHOVA**

**Director**

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**Yuriy KOVALCHUK**

**Director**