



Current report no 42/2022

dated 23 September 2022

**RESOLUTIONS ADOPTED AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF KERNEL HOLDING S.A. HELD ON 23 SEPTEMBER 2022**

Kernel Holding S.A. informs that the Extraordinary General Meeting of Shareholders, which was held on 23 September 2022 at 3.00 p.m. (Luxembourg time) at the Company's registered office, 9 rue de Bitbourg, L-1273 Luxembourg, adopted the resolutions specified below. All the resolutions proposed for adoption were adopted.

All resolutions adopted at the Extraordinary General Meeting of Shareholders come into force on the day of their adoption.

In accordance with the provisions of 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, we hereby inform you of the resolutions adopted at the Extraordinary General Meeting of shareholders:

FIRST RESOLUTION

The extraordinary general meeting of shareholders of the Company acknowledges the report of the board of directors of the Company with respect to the creation of the authorized share capital.

A copy of the above mentioned report of the board of directors of the Company shall remain attached to the present minutes.

Shareholders, holding in aggregate twenty thousand nine hundred sixty-eight (20,968) representing zero point zero three percent (0.03%) of the shares represented at the present meeting, declare that they have voted against the above mentioned resolution, as they consider it void pursuant to the Law of 10 August 1915 on Commercial Companies.

This resolution has been adopted by a majority of forty-two million four hundred seventy-four thousand four hundred eighty-nine (42,474,489) votes in favour, twelve million five hundred thirteen thousand four hundred seventy-six (12,513,476) votes against. Sixty-one thousand twenty (61,020) votes abstained.

SECOND RESOLUTION

The general meeting of shareholders of the Company resolves to approve 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.

Shareholders, holding in aggregate twenty thousand nine hundred sixty-eight (20,968) representing zero point zero three percent (0.03%) of the shares represented at this meeting, declare that they have voted against the above mentioned resolution, as they consider it void pursuant to the Law of 10 August 1915 on Commercial Companies.

This resolution has been adopted by a majority of forty-two million thirty-seven thousand four hundred sixty-one (42,037,461) votes in favour, thirteen million eleven thousand five hundred twenty-four (13,011,524) votes against. Zero (0) votes abstained.

THIRD RESOLUTION

The general meeting of shareholders of the Company resolves to grant 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.

As a consequence of the resolutions above, the general meeting of shareholders resolves to insert a new Article 6 in the articles of association of the Company after the current Article 5, which shall read as follows:

“Article 6 Authorized capital

6.1 The authorized capital, excluding the share capital, is set at 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. During a period of five (5) years from the date of resolutions to create, renew or increase the authorized capital pursuant to this article, the board of directors is hereby authorized to 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.

6.2 The authorized capital of the Company may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

6.3 The above authorizations may be renewed through a resolution of the general meeting of the shareholders adopted in the manner required for an amendment of these articles of association and subject to the provisions of the Law, each time for a period not exceeding five (5) years.”.

Shareholders, holding in aggregate twenty thousand nine hundred sixty-eight (20,968) representing zero point zero three percent (0.03%) of the shares represented at this meeting, declare that they have voted against the above mentioned resolution, as they consider it void pursuant to the Law of 10 August 1915 on Commercial Companies.

This resolution has been adopted by a majority of thirty-nine million six hundred eighty-three thousand nine hundred forty-four (39,683,944) votes in favour, fifteen million three hundred sixty-five thousand forty-one (15,365,041) votes against. Zero (0) votes abstained.

Legal grounds: Art. 56.1 of the Act of 29 July 2005 on public offerings, conditions governing the introduction of financial instruments to the organised trading system, and public companies.

Signatures of individuals authorized to represent the Company:

Yuriy Kovalchuk

Viktoriiia Lukianenko