**Extraordinary General Meeting of**

**Moolec Science SA**

*Société anonyme*

Registered office: 17, boulevard F.W. Raiffeisen, L-2411 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B268440

(the “**Company**”)

to be held on 27 December 2024 at 3:00 p.m. Luxembourg time

at 35, avenue J. F. Kennedy, L-1855 Luxembourg

Grand Duchy of Luxembourg

(the “**Meeting**”)

This is a shareholder proxy form for registered holders of shares in the Company.

If your shares are held in “street name” through a bank or broker, you will receive instructions on how to vote from the bank or broker. You must follow their instructions in order for your shares to be voted. Internet and telephone voting also may be offered to shareholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you would like to vote in person at the Meeting, you must obtain a “legal proxy” from the bank or broker that holds your shares to present at the meeting; to vote your shares online at the Meeting, you should contact your bank or broker to obtain your 16-digit control number or otherwise vote through the bank or broker.

This proxy will be automatically invalidated if the undersigned was not the holder of record of the referenced shares in the Company at 11:59 p.m. (Eastern Standard Time) on 13 December 2024 (the “**Record Date**”).

If you are a registered holder of shares in the Company, please complete the proxy form provided to you.

In order to be taken into account, you must return the completed proxy form no later than 24 December 2024 at 11:59 p.m. (Eastern Standard Time) (the “**Voting Deadline**”).

You may revoke this proxy for the Meeting by (i) submitting a document revoking it prior to the Voting Deadline, (ii) submitting a duly executed proxy or voting form bearing a later date prior to the Voting Deadline or (iii) attending the Meeting and voting in person.

**ANY PROXY FORM RECEIVED AFTER THE ABOVE VOTING DEADLINE SHALL BE DISREGARDED.**

The undersigned (the “**Principal**”),

1. In case of a natural person:

Full name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date and place of birth: \_\_\_/\_\_\_\_/\_\_\_\_\_\_ in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Nationality: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. In case of a legal entity:

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Corporate/Entity type: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Registrar and registration number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Registered office: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

being a holder of \_\_\_\_\_\_\_\_\_\_\_\_ shares as of the Record Date in the share capital of

**Moolec Science SA**

a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 17, boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg register of commerce and companies (*Registre de Commerce et des Sociétés de Luxembourg*) under number B268440 (the “**Company**”),

hereby authorises and empowers **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** , residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the "**Attorney**"), acting individually, with power of substitution, as the Principal’s true and lawful agent and attorney-in-fact,

for the purpose of representing the Principal at the extraordinary general meeting of shareholders of the Company to be held at 35, avenue J. F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, on 27 December 2024 at 3:00 p.m. (local time), in front of a Luxembourg notary, with the following agenda:

AGENDA

1. To approve the transfer of the central administration (*administration centrale*) and registered office (*siège social*) of the Company from the Grand Duchy of Luxembourg to the Cayman Islands, and to set the registered office at c/o Ogier Global (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands, with effect as from the date on which the application for continuation into the Cayman Islands is filed with the Cayman Islands Registrar of Companies (the “**Effective Date**”), and to acknowledge the change of nationality of the Company, as from the Effective Date, subject to the condition that the Company receives from the Registrar of Companies in the Cayman Islands a certificate confirming that the Company has been registered by way of continuation as an exempted company in the Cayman Islands (the “**Migration**”).
2. To approve the statement of assets and liabilities, which form the basis of the Company’s closing balance sheet, and the closing balance sheet of the Company (the “**Balance Sheet**”).
3. To acknowledge, with effect as from the Effective Date, the registration of the Company by way of continuation as an exempted company limited by shares in the Cayman Islands and the submission of the Company to the laws of the Cayman Islands, to adopt the legal form of a Cayman Islands exempted company limited by shares under the laws of the Cayman Islands, and to approve that the name of the Company shall remain “Moolec Science SA” as from the Effective Date.
4. To fully restate the Company’s articles of association and adopt new memorandum and articles of association, in substitution for and to the exclusion of, the Company's existing articles of association in order to comply with the laws of the Cayman Islands, as a consequence of the Company becoming a Cayman Islands exempted company limited by shares, as from the Effective Date.

The Company’s object shall be changed to “The Company's objects are unrestricted. As provided by section 7(4) of the Companies Act (Revised), the Company has full power and authority to carry out any object not prohibited by any law of the Cayman Islands”.

1. To acknowledge the resignation of the current directors of the Company as from the Effective Date and to grant them full discharge.
2. To appoint new directors of the Company as from the Effective Date.
3. To approve the place where the existing books and records of the Company shall be kept as from the Effective Date.
4. To delegate powers to representatives to take all actions required in connection with the Migration, the deregistration of the Company in the Grand Duchy of Luxembourg and the filing of all necessary documents with the Cayman Islands Registrar of Companies.

The Attorney may represent the Principal for the purpose of any general meeting of shareholders of the Company resolving on the above agenda, waive to the extent necessary any and all convening and prior information requirements as well as any preferential subscription rights, vote in the name and on behalf of the Principal on any resolution submitted to said general meeting of shareholders of the Company, sign any documents, delegate under his own responsibility the present proxy to another representative and, in general, do whatever seems appropriate or useful.

This proxy will remain valid in case said general meeting of shareholders of the Company is adjourned, reconvened or otherwise postponed (including following an absence of quorum).

For the purpose of the foregoing, the Attorney may, in the name and on behalf of the Principal, sign and execute all documents, minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

*[Signature page follows]*

SIGNATURE PAGE

Executed in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2024.

By   
 Name:   
 Title: