

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**”)

Report of the board of directors to the extraordinary general meeting of shareholders of the Company to be held on 22 April 2025 in accordance with the provisions of article 420-26 paragraph (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended

The board of directors of the Company (the “**Board of Directors**”) is proposing to the extraordinary general meeting of shareholders of the Company to create an authorised capital of the Company in an amount of five billion United States dollars (USD 5,000,000,000.-) divided into five hundred billion (500,000,000,000) shares, with a nominal value of one cent (USD 0.01) each, and to give to the Board of Directors the authorisation to realise increases of the issued share capital of the Company within the limits of the authorised capital of the Company so created and, in particular for that purpose, to determine the time, date, conditions and price of any share issue and to remove or limit the preferential subscription right of the existing shareholders of the Company for any such share issue for a period ending five (5) years after the date of publication of the deed recording the extraordinary general meeting of shareholders creating the authorised capital of the Company in the Luxembourg electronic platform for companies and associations (*Recueil Electronique des Sociétés et Associations*).

The Board of Directors considers that it is in the interest of the Company and its shareholders that (i) an authorised capital of in an amount of five billion United States dollars (USD 5,000,000,000.-) divided into five hundred billion (500,000,000,000) shares, with a nominal value of one cent (USD 0.01) each, be created and (ii) the Board of Directors be authorised to issue additional shares of the Company within the limits of such authorised capital. The proposal for the creation of an authorised capital of the Company aims at creating, if the circumstances so warrant, a larger equity base of the Company and is part of the more general arrangements necessary to implement the contemplated share consolidation of all the shares of the Company, by means of a reverse stock split at a consolidation ratio set between 2:1 and 10:1.


In consideration of the Board of Directors' analysis that the proposals outlined in this report and reflected in the resolutions to be submitted to the extraordinary general meeting of shareholders of the Company are in the interest of the Company and its shareholders, the Board of Directors recommends that the shareholders of the Company approve the proposals by voting in favour of the resolutions submitted to the extraordinary general meeting of shareholders of the Company.

[Signature page follows]

SIGNATURE PAGE

Executed on 8 April 2025.

The Board of Directors

By 
 Firmado por:
 78834DB2AF4846C...
 Name: GASTON PALADINI
 Title: Authorised signatory