

**HUUUGE, INC.**

**850 BURTON ROAD, SUITE 201, DOVER, DE, 19904, USA**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

TO THE STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the 2022 Annual Meeting of Stockholders (the “Annual Meeting”) of HUUUGE, Inc., a Delaware corporation (the “Company”), originally scheduled to take place on April 19, 2022 has been postponed and will now be held on **June 6, 2022 at 17:00, CET / 08:00 PDT**, via remote communication at the website <https://meetnow.global/MGUVW2X>, for the purpose of considering and acting upon the following proposals:

1. To re-elect Mr. Rod Cousens as Executive Non-Independent Director of the Company until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his earlier death, resignation, or removal; and
2. To re-elect Mr. Krzysztof Kaczmarczyk as Independent Director of the Company until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his earlier death, resignation, or removal; and
3. To re-elect Mr. Tom Jacobsson as Independent Director of the Company until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his earlier death, resignation, or removal.

Members of the Board of Directors and representatives of the executive management of the Company will participate in the Annual Meeting and make a presentation of the financial results of the Company and other relevant information, including non-financial information, contained in the 2021 Annual Report, key events of the last financial year, a comparison of presented data with previous years, and the degree of implementation of the Company’s plans for the last year.

In accordance with Delaware law and the Company’s statutory documents, only stockholders of record at the close of business on April 26, 2022 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Stockholders registered through securities accounts maintained by participants of the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych*), who are beneficiary owners of Common Stock, may only vote by proxy, by submitting their votes to the registered by whom their shares are held, and will not be able to vote in-person at the meeting itself.

Stockholders registered through securities accounts maintained by participants of the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych*), who are beneficiary owners of Common Stock, may participate in the AGM as guests with no advance registration required, however they will not be permitted to ask questions during the meeting. Such

stockholders who wish to participate in the AGM as stockholders and pose questions during the meeting, must provide evidence of their holdings as of the record date, in the manner explained below.

A complete alphabetical list of stockholders entitled to vote at this Annual Meeting (including addresses and number of shares registered in the name of each such stockholder) will be kept on file at the Company's principal place of business at the address specified above and will be available for examination by the Company's stockholders during ordinary business hours commencing ten (10) days prior to this Annual Meeting. This stockholder list will also be available at the Annual Meeting and may be inspected at all times during the meeting by any stockholders of the Company present at the meeting.

All stockholders are cordially invited to attend the Annual Meeting virtually. Instructions to access the Annual Meeting will be sent to registered stockholders and brokers holding shares of the Company and will also be published on the Company's website at [ir.huugegames.com](http://ir.huugegames.com). If you are unable to attend, to ensure the representation of your interests at the Annual Meeting, you are urged to sign and return the Proxy form to be provided to registered stockholders and brokers holding shares of the Company as promptly as possible. If you attend the Annual Meeting as a registered stockholder, in accordance with the instructions provided, you may vote during the meeting even if you previously provided a Proxy.

By Order of the Board of Directors,

Yehoshua Gurtler, Company Secretary

**HUUUGE, INC.**

**850 BURTON ROAD, SUITE 201, DOVER, DE, 19904, USA**

**ANNUAL MEETING OF STOCKHOLDERS, JUNE 6, 2022**

## **INFORMATION CONCERNING SOLICITATION AND VOTING**

The attached Proxy is solicited on behalf of the Board of Directors of Huuuge, Inc. (the “**Company**”), for use at the Annual Meeting of Stockholders to be held on June 6, 2022 at 17:00, CET / 08:00 PDT, or at any postponement or adjournment thereof, for the purposes set forth herein and in the Notice of Annual Meeting of Stockholders. The Annual Meeting will be held via remote communication. Instructions to access the virtual meeting are attached.

### **Record Date and Share Ownership**

In accordance with Delaware law and the Company’s statutory documents, only stockholders of record at the close of business on April 26, 2022 (“**Record Date**”) are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. The total number of shares eligible to participate and vote in the AGM, as on the Record Date, is 82,529,346. This number includes one share of Series A Preferred Stock and one share of Series B Preferred Stock and the remaining are shares of the Company’s Common Stock.

### **Revocability of Proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use either (i) by delivering to the Company Secretary a written notice of revocation or a duly executed proxy bearing a later date, or (ii) (if legally permissible) by attending the virtual meeting and voting during the meeting.

### **Voting and Solicitation**

Votes cast by proxy or during the meeting will be tabulated by the Inspector of Elections. Only stockholders of record are entitled to vote during the meeting. Beneficial owners (i.e. stockholders who are beneficiary owners of Common Stock through securities accounts maintained by participants of the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych*)) **may not directly cast votes during the meeting and may only submit their votes by proxy via the registered stockholder holding Common Stock on their behalf.**

The Inspector of Elections will also determine whether or not a quorum is present. In accordance with the Company’s Bylaws, in order to constitute a quorum there shall be present, either in person or by proxy, holders of at least one-third in voting power of the issued and outstanding shares of

capital stock of the Corporation entitled to vote. However, for the purposes of the vote on the election of the directors standing for election at the annual meeting, in order to constitute a quorum, there shall be present, either in person or by proxy, holders of a majority in voting power of the Common Shares of capital stock of the Corporation entitled to vote. The holders of a majority of the votes cast shall decide all other questions brought before the meeting. The Inspector of Elections will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum but as not voting for purposes of determining the approval of any matter submitted to the stockholders for a vote.

The shares represented by the proxies received, properly marked, dated, signed and not revoked will be voted at the Annual Meeting. Where such proxies specify a choice with respect to any matter to be acted on, the shares will be voted in accordance with the specifications made. Any proxy in the enclosed form which is returned but is not marked will be voted FOR on all Proposals, and as the proxy holder(s) deem(s) advisable on other matters that may come before the meeting, as the case may be with respect to the item not marked.

### **Share Depository**

Depository Trust Company, New York (“**DTC**”) acts as the depository for the Common Stock which are registered in the Polish National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.* (“**KDPW**”). Common Stock deposited with DTC are entered into the transfer agent’s and the registry entity’s records in the name of DTC’s nominee, Cede & Co. The Company’s register of stocks does not include beneficial owners holding Common Stock through DTC or its direct or indirect participants. The Company treats Cede & Co as the owner of the Company’s Common Stock deposited with DTC, and only Cede & Co is entitled to rights arising from holding such stocks.

The Company has been advised that beneficial owners are able to exercise rights arising from the ownership of Common Stocks only based on applicable procedures and agreements binding between DTC and its direct and indirect participants, including KDPW, subject to all legal requirements binding at the particular time. Neither DTC nor the DTC nominee is authorized to consent or vote with respect to the stocks, unless it is authorized thereto by a direct participant in accordance with the procedure applicable at DTC. In accordance with the existing practice of DTC, a direct participant is involved in the process of granting consent or voting by DTC granting it an omnibus proxy. Direct and indirect participants (e.g. brokers holding shares on behalf of beneficial owners of common stock) will, on their side, request instructions from beneficial owners, in accordance with accepted practice, binding at the particular time. In accordance with the voting procedure and based on voting instruction received from each of the beneficial owners, votes of each beneficial owner are cast with respect to any matter submitted to voting by stockholders and transferred via KDPW.

The Company has been notified that voting arrangements will be made through KDPW, in accordance with relevant regulations of DTC and participants of the DTC system providing the connection between KDPW and DTC. All services for the benefit of beneficial owners of Common

Stock registered with KDPW in connection with voting will be made through KDPW, in accordance with relevant regulations and arrangements applicable between KDPW and DTC.

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**ANNUAL MEETING OF STOCKHOLDERS, JUNE 6, 2022**

## **DRAFT RESOLUTIONS**

### **Proposal Number 1**

#### **Re-election of Mr. Rod Cousens as Executive Non-Independent Director of the Company**

Upon a proposal from the Board of Directors of the Company, to re-elect Mr. Rod Cousens, whose personal data are recorded in the Commercial Registry, as an Executive Non-Independent Director of the Company, for a period commencing on June 6, 2022 until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his earlier death, resignation, or removal.

### **Proposal Number 2**

#### **Re-election of Mr. Krzysztof Kaczmarczyk as Independent Director of the Company**

Upon a proposal from the Board of Directors of the Company, to re-elect Mr. Krzysztof Kaczmarczyk, whose personal data are recorded in the Commercial Registry, as an Independent Non-executive Director of the Company, for a period commencing on June 6, 2022 until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his earlier death, resignation, or removal.

### **Proposal Number 3**

#### **Re-election of Mr. Tom Jacobsson as Independent Director of the Company**

Upon a proposal from the Board of Directors of the Company, to re-elect Mr. Tom Jacobsson, whose personal data are recorded in the Commercial Registry, as an Independent Non-executive Director of the Company, for a period commencing on June 6, 2022 until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his earlier death, resignation, or removal.



The 2022 Annual Meeting of Shareholders of HUUUGE INC. will be held on  
Monday, June 6, 2022, 17:00 CET, virtually via the Internet at [www.meetnow.global/MGUVWZX](http://www.meetnow.global/MGUVWZX)

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

Additional information pertaining to the Meeting has been published by the Company in the form of a Current Report issued to the Warsaw Stock Exchange and made available on the Company's website at [ir.huuugegames.com](http://ir.huuugegames.com)

Important notice regarding the internet availability of proxy materials for the Annual Meeting of Shareholders.  
The material is available at: [www.edocumentview.com/huuu](http://www.edocumentview.com/huuu)

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**HUUUGE INC.**



## Notice of 2022 Annual Meeting of Shareholders

### Proxy Solicited by Board of Directors for Annual Meeting – June 6, 2022

Mr. Anton Gauffin, President and Mr. Yehoshua Gurtler, Company Secretary, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Shareholders of HUUUGE INC. to be held on June 6, 2022 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR the election of the Board of Directors.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

### **C** Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.



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**ANNUAL MEETING OF STOCKHOLDERS, JUNE 6, 2022**

**INSTRUCTIONS ON PARTICIPATION IN THE VIRTUAL MEETING**

The Annual Meeting of Stockholders of Huuuge, Inc. (the “**Company**”) will be conducted virtually via live webcast. You will be able to attend and participate in the Annual Meeting online, vote your shares electronically (if you are a registered stockholder) and submit your questions prior to and during the meeting by visiting the website <https://meetnow.global/MGUVW2X> at the meeting date and time described in the accompanying notice. There is no physical location for the Annual Meeting.

If you plan to attend the virtual meeting, please follow the registration instructions as outlined in the meeting proxy statement, attached to the meeting notice and provided to registered stockholders and brokers holding shares of the Company, and further detailed below.

Our virtual meeting platform allows stockholders of record or registered beneficial owners to submit questions. After completing the scheduled business of the meeting, representatives of the Company will address stockholders’ questions. To the extent time does not allow us to answer all of the appropriately submitted questions, we will answer them after the meeting in writing, subject to applicable law, on our investor relations website [ir.huuugegames.com](http://ir.huuugegames.com). If we receive substantially similar questions, we will group such questions together and provide a single response to avoid repetition.

**FREQUENTLY ASKED QUESTIONS**

**How can I attend the Annual Meeting?**

The Annual Meeting will be a completely virtual meeting of stockholders, which will be conducted exclusively by webcast. You are entitled to participate in the Annual Meeting only if you were a stockholder of the Company as of the close of business on the Record Date (April 26, 2022), and, if applicable, you hold a valid proxy for the Annual Meeting.

No physical meeting will be held.

You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting <https://meetnow.global/MGUVW2X>. You also will be able to vote your shares online by attending the Annual Meeting by webcast.

To participate in the Annual Meeting, you will need to review the information included on your proxy card.

**If you hold your shares through an intermediary, such as a bank or broker, you must register in advance using the instructions below.**

The online meeting will begin promptly at 17:00 CET / 08:00 PDT. We encourage you to access the meeting prior to the start time leaving ample time to check in to the meeting and check your internet connection. Please follow the registration instructions as outlined in this proxy statement.

**How do I register to attend the Annual Meeting virtually on the Internet?**

If you are a registered stockholder (i.e., you hold your shares through our transfer agent, Computershare), you do not need to register to attend the Annual Meeting virtually on the Internet. Please follow the instructions on the notice or proxy card that you received.

**If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Annual Meeting virtually on the Internet.**

If you do not register in accordance with the instructions herein, you can still attend the meeting as a guest (using the link above), however you will not be able to ask questions during the meeting.

To register to attend the Annual Meeting online by webcast (other than as a guest) you must submit proof of your Huuuge, Inc. holdings as of the Record Date, i.e. April 26, 2022 (provided to you by the registered stockholder holding shares on your behalf, i.e. your broker) along with your name and email address to Computershare. You may receive such a confirmation from the broker or other registered stockholder holding stock to your benefit. Requests for registration must be labeled as "Legal Proxy" and be received no later than **23:00 CET / 14:00 PDT, on June 1, 2022.**

You will receive a confirmation of your registration by email after we receive your registration materials.

Requests for registration should be directed as follows:

*By email*

Forward the email from your broker, or attach an image of your legal proxy, to [legalproxy@computershare.com](mailto:legalproxy@computershare.com).

Or by mail

Computershare

Huuuge, Inc. Legal Proxy

P.O. Box 43001

Providence, RI 02940-3001

USA

### **What if I have trouble accessing the Annual Meeting virtually?**

The virtual meeting platform is fully supported across browsers (MS Edge, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most up-to-date version of applicable software and plugins. Note: Internet Explorer is not a supported browser. Participants should ensure that they have a strong WiFi connection wherever they intend to participate in the meeting. We encourage you to access the meeting prior to the start time. For further assistance should you need it you may call 1-888-724-2416.

### **Can I vote in person at the Annual Meeting?**

Beneficial owners of Common Stock (i.e. stockholders registered through securities accounts maintained by participants of the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych*), who are beneficiary owners **may not directly cast votes during the meeting (even if they register to participate) and may only submit their votes by proxy (please see proxy card attached above)**, in advance of the meeting, via the registered stockholder holding Common Stock on their behalf, and in accordance with the instructions provided above in this notification.

Beneficial owners may submit their votes on the resolutions to be considered at the Annual Meeting to their registered stockholder (i.e. their broker), using the proxy card provided by the registered stockholder, and these will then be transferred by the registered stockholder to the Inspector of Elections in advance of the annual meeting in the manner more fully described above.