

**HUUUGE, INC.**

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

**ANNUAL MEETING OF STOCKHOLDERS, JUNE 18, 2024**

## **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 18, 2024 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 May 14, 2024 (“**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 59,984,981. This number includes one share of Series A Preferred Stock, USD 0.00002 par value per share, and one share of Series B Preferred Stock, USD 0.00002 par value per share, and the remaining are shares of the Company’s common stock, USD 0.00002 par value per share (“**Common Stock**”). The Company holds 4,002,046 shares of Common Stock as treasury shares as of the date of this Notice. The Company will neither vote its treasury shares, nor shall such shares be counted for quorum purposes during the Annual Meeting in accordance with the Delaware law.

### **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 Company 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 Company 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 is 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 stock, 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.