## Current Report No. 7/2023

Date: 27.03.2023

Subject: Issue of securities by Silvair, Inc.

THIS CURRENT REPORT AND THE INFORMATION HEREIN, IS RESTRICTED AND IS NOT FOR PUBLICATION, RELEASE, TRANSMISSION, DISTRIBUTION, OR FORWARDING DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE UNLAWFUL. THIS CURRENT REPORT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER OF SECURITIES IN ANY JURISDICTION.

## PLEASE SEE THE DISCLAIMER AT THE END OF THIS CURRENT REPORT.

With reference to the current report of Silvair, Inc. (the "Company") No. 15 dated 8 August 2019, the current report of the Company No. 16 dated 26 October 2020 and the current report of the Company No. 17 dated 10 August 2020, the Company announces that on 27 March 2023 the conversion of the amounts due under the promissory notes convertible into the Company's common shares of the new issue with the total nominal value of USD 2,100,000.00 with a maturity date falling in 2022 (the "Convertible Notes") in relation to which the Company issued to the holders of the Convertible Notes a total of 1,439,334 ordinary bearer shares of the Company within the Company's authorized capital (the "Shares"). Conversion of the Convertible Notes into Shares took place upon the terms and conditions approved by the Resolutions of the Board of Directors of the Company on 8 August 2019 and 10 August 2020. Moreover, the Company has also issued 168.574 ordinary bearer shares of the Company within the Company's authorized capital in relation to the exercise of rights of the Company's Option Scheme members (the "Option Shares").

Upon the conversion of the Convertible Notes and the issuance of the Option Shares, the Company's share capital amounts to USD 1,738,305.30 and consists of 17,383,053 shares of the Company with the par value of USD 0.10, including (i) 16,423,053 shares of the Company's Common Stock, constituting in total 94.48% of the share capital and carrying in total the right to 16,423,053 votes at the general meeting of the Company, representing 74.03% of the total number of votes in the Company and (ii) 960,000 shares of the Company's Founders Preferred Stock (each such share carrying the right to six votes at the general meeting of the Company), constituting in total 5.52% of the share capital and carrying in total the right to 5,760,000 votes at the general meeting of the Company, representing 25.97% of the total number of votes in the Company.

**Legal basis:** Article 17 Section 1 of the MAR - inside information.

## **Disclaimer**

This current report was prepared in accordance with Article 17 Section 1 of the Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation).

This material constitutes fulfillment of disclosure obligations to which the Company is subject as a public company with shares listed on a regulated market in Poland and is not an offer for sale of securities in the United States of America or any other jurisdiction. This current report is by no means intended, whether directly or indirectly, to promote the offering, subscription or purchase of the New Shares and does not represent advertisement or promotional material prepared or published by the

Company for the purpose of promoting the New Shares or their offering or subscription or for the purpose of encouraging an investor, whether directly or indirectly, to subscribe for or acquire the New Shares. The Company has not published and has no intention of publishing any materials aimed at promoting the New Shares or their offering or subscription after the date of this current report.

The securities referred to in this material (the "Securities") have not been, and will not be, registered under the Securities Act, and may not be offered or sold, except in a transaction not subject to, or pursuant to an exemption from, the registration requirements of the Securities Act. The Securities are being offered and sold outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act. The Company does not intend to register any part of the offering in the United States. The Securities will be "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act, and hedging transactions involving the Securities may not be conducted unless in compliance with the Securities Act.

The material set forth herein is for information purposes only and is not an offer to sell, or the solicitation of an offer to buy, any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, and, in particular, is not for release, publication or distribution in or into the United States of America, Australia, Canada, Republic of South Africa or Japan.

This material and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this material or any subsequent offer should inform themselves about and observe any such restrictions and must not under any circumstances forward this material to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.

This current report and the terms and conditions set out herein are for information purposes only and are directed only at persons who are: (a) persons in Member States of the European Economic Area who are qualified investors (within the meaning of article 2(e) of the Prospectus Regulation ("Qualified Investors"); and (b) in the United Kingdom, Qualified Investors who are persons who (i) have professional experience in matters relating to investments falling within the definition of "investment professionals" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order; or (iii) are persons to whom it may otherwise be lawfully communicated; or (c) qualified institutional buyers in the United States of America as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (all such persons together being referred to as "relevant persons"). This current report and the terms and conditions set out herein must not be acted on or relied on by persons who are not relevant persons. Persons distributing this current report must satisfy themselves that it is lawful to do so. Any investment or investment activity to which this current report and the terms and conditions set out herein relates is available only to relevant persons and will be engaged in only with relevant persons.