

Moolec Science SA
(Company number: 421988)
c/o Ogier Global (Cayman) Limited, 89 Nexus Way,
Camana Bay,
Grand Cayman, KY1-9009, Cayman Islands
(the “Company”)

NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Notice

An extraordinary general meeting (the “EGM”) of the shareholders of the Company, will be held virtually on December 12, 2025, at 9:00 am (Eastern time).

Moolec Science SA Virtual Extraordinary General Meeting Information:

Meeting Date: Friday, December 12, 2025
Meeting Time: 9:00 a.m. Eastern Time (EST)

Extraordinary General Meeting -meeting webpage (information, webcast, telephone access and replay):

<https://www.cstproxy.com/moolecscience/egm2025>

Telephone access (listen-only):

Within the U.S. and Canada: 1 800-450-7155 (toll-free)

Outside of the U.S. and Canada: +1 857-999-9155 (standard rates apply)

Conference ID: 0529635#

2. Agenda of the EGM

The EGM and any or all adjournments thereof will be held for the purpose of considering, and if thought fit, passing the following resolutions:

- (a) **Proposal 1 — The Share Consolidation Proposal** – to approve, as an ordinary resolution, in accordance with article 8 of the Company’s memorandum and Articles of association (the **Articles**), the consolidation of every issued and unissued ordinary share, par value \$0.10 per share, of the Company (the **Ordinary Shares**), at a ratio *within a range of not less than 1-for-10 and not greater than 1-for-25* (the **Share Consolidation**), with the exact ratio to be determined by further action at the discretion of the Board, to be effective on a date between December 17, 2025 and May 14, 2026 as may be determined by the Board and announced by the Company (the **Effective Date**), so that a shareholder holding every 10 to 25 Ordinary Shares (the **Pre-Consolidation Ordinary Shares**) will hold 1 Ordinary Share of par value ranging from *US\$1.00 to US\$2.50* each (the **Post-Consolidation Ordinary Shares**), with such Post-Consolidation Ordinary Share having the same rights and being subject to the same restrictions as the Pre-Consolidation Ordinary Shares as set out in the amended and restated memorandum and articles in effect at the time of Effective Date, and any fractional shares created as a result of the Share Consolidation would be rounded up to the nearest whole share.

In respect of any and all fractional entitlements to the issued consolidated shares of the Company resulting from the Share Consolidation, the Board be authorised to settle as it considers expedient any difficulty which arises in relation to the Share Consolidation,

including but without prejudice to the generality of the foregoing: rounding up fractions of shares issued to or registered in the name of such shareholders of the Company following or as a result of the Share Consolidation to the nearest whole share, and/or capitalizing all or any part of any amount for the time being standing to the credit of any reserve or fund of the Company (including its share premium account and profit and loss account) whether or not the same is available for distribution and applying such sum in paying up unissued shares to be issued to the shareholders of the Company to round up any fractions of shares issued to or registered in the name of such shareholders of the Company following or as a result of the Share Consolidation;

The full text of the resolution is as follows:

IT IS RESOLVED, AS AN ORDINARY RESOLUTION THAT, pursuant to article 8 of the Company's current memorandum and articles of association (the "Articles"), the consolidation of every issued and unissued ordinary share, par value US\$0.10 per share, of the Company (the "Ordinary Shares"), at a ratio within a range of not less than 1-for-10 and not greater than 1-for-25 (the "Share Consolidation"), with the exact ratio to be determined by further action at the discretion of the Board to be effective on a date between December 17, 2025 and May 14, 2026 as may be determined by the Board and announced by the Company (the "Effective Date"), so that all shareholders holding every 10 to 25 Ordinary Shares (the "Pre-Consolidation Ordinary Shares") will hold 1 Ordinary Share of par value US\$1.00 to US\$2.50 each (the "Post-Consolidation Ordinary Shares"), with such Post-Consolidation Ordinary Shares having the same rights and being subject to the same restrictions as the Pre-Consolidation Ordinary Shares as set out in the amended and restated memorandum and articles of association in effect at the time of Effective Date, and any fractional shares created as a result of the Share Consolidation to be rounded up to the nearest whole share be approved.

- (b) **Proposal 2 — The A&R M&A Proposal** – immediately following the Share Consolidation being effected, to approve, as a special resolution, the proposal to adopt the amended and restated memorandum and articles of association in the form annexed to the proxy statement (the "A&R M&A") in substitution for, and to the exclusion of, the Company's existing Articles, to reflect the Share Consolidation and the terms of the Post-Consolidation Ordinary Shares;

The full text of the resolution is as follows:

IT IS RESOLVED, AS A SPECIAL RESOLUTION THAT, immediately following the Share Consolidation being effected, the Company shall adopt the amended and restated memorandum and articles of association in the form annexed to this proxy statement (the "A&R M&A") in substitution for, and to the exclusion of, the Company's existing Articles, to reflect the Share Consolidation and the terms of the Post-Consolidation Ordinary Shares.

- (c) **Proposal 3 – The Adjournment Proposal** - to approve, as an ordinary resolution, the adjournment of the Extraordinary General Meeting to a later date or dates or indefinitely, if necessary or convenient, either (x) to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of any of the foregoing proposals or (y) if our Board determines before the Extraordinary General Meeting that it is not necessary or no longer desirable to proceed with the other proposals (the **Adjournment Proposal**, and together with the Share Consolidation Proposal and the A&R M&A Proposal, the **Proposals**).

The full text of the resolution is as follows:

IT IS RESOLVED, AS AN ORDINARY RESOLUTION THAT, the adjournment of the Extraordinary General Meeting to a later date or dates or indefinitely, if necessary or

convenient, either (x) to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of any of the foregoing proposals or (y) if our Board determines before the Extraordinary General Meeting that it is not necessary or no longer desirable to proceed with the other proposals.

3. Key dates

October 24, 2025, at 11:59 p.m. (Eastern time)	Record Date
December 10, 2025, at 11:59 p.m.(Eastern time)	Deadline to submit proxies
December 12, 2025, at 9:00 a.m. (Eastern time)	EGM

4. Right to participate at the EGM, and voting procedures

4.1 Shareholders

The following persons who comply with the procedures below, and who hold shares on October 24, 2025, at 11:59 p.m. (Eastern time) (the “**Record Date**”) are eligible to attend and vote at the EGM:

- registered shareholders of the Company; and
- holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through the Depository Trust Company) and beneficial owners of the Company’s shares traded on the Nasdaq Global Select Market.

Each shareholder is entitled to one vote for each share held of record by such shareholder as of the Record Date, on each matter submitted to a vote at the EGM.

Holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through the Depository Trust Company) have the right to instruct their nominee or broker on how to vote with a voter instruction form, or as may otherwise be established by the nominee or broker. Beneficial holders who wish to vote directly must request the nominee or broker that appears as the registered shareholder on the Record Date to issue a "legal proxy" which allows the beneficial owner to vote his or her shares directly. Beneficial owners who do not vote via their brokers or nominees in accordance with the instructions received or who do not have a legal proxy are not eligible to vote.

A shareholder who is entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of that shareholder. A proxyholder need not be a shareholder.

4.2 Voting procedure

The Company urges each shareholder to cast its vote at the EGM by completing, signing, dating and returning the form of proxy made available by the Company for use at the EGM in accordance with the instructions below (the “**Proxy**”).

Each Proxy must be submitted in accordance with the information contained therein such that it is received no later than on December 10, 2025, at 11:59 p.m.(Eastern time) (the “**Voting Deadline**”).

The Company has sent by post to each shareholder as of the Record Date, the notice and a form of Proxy, together with a control number.

4.3 Supporting documents and information

All proxy materials, forms and all supporting documents can be downloaded from the Company's website <https://ir.moolecscience.com/>

Shareholders have the right to ask questions about items on the agenda of the EGM during the EGM. The Company will on a best efforts basis provide responses to the questions at the EGM.

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By order of **the Board of Directors of Moolec Science SA**

Director

Date: