

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 2024 Annual Meeting of Stockholders (the “**Annual Meeting**”) of HUUUGE, Inc., a Delaware corporation (the “**Company**”), will be held on **June 18, 2024 at 17:00 CET / 08:00 PDT**, via remote communication at the website <https://meetnow.global/M2XHPVH>, for the purpose of considering and acting upon the following proposals:

1. 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;
2. 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;
3. to amend the Fourth Amended and Restated Certificate of Incorporation of the Company to decrease the authorized capital of the Company; and
4. to amend the Fourth Amended and Restated Certificate of Incorporation of the Company to reflect Delaware law provisions regarding officers exculpation to provide for the elimination of personal liability of certain officers to the Company’s stockholders for monetary damages resulting from certain breaches of such officers fiduciary duty of care.

Members of the Board of Directors and/or 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 2023 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 May 14, 2024 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 beneficial owners of the Company’s common stock, USD 0.00002 par value per share (“**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 and, upon request by contacting us at ir@huuugegames.com.

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.huuugegames.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,

Monika Kierepa, Company Secretary

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.

HUUUGE, INC.

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ANNUAL MEETING OF STOCKHOLDERS, JUNE 18, 2024

DRAFT RESOLUTIONS

Proposal Number 1

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 as an Independent Non-executive Director of the Company, for a period commencing on June 18, 2024 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. 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 as an Independent Non-executive Director of the Company, for a period commencing on June 18, 2024 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

Decreasing the Authorized Capital of the Company

Upon a proposal from the Board of Directors of the Company, to decrease the Authorized Capital of the Company by amending and restating Section 4.1 of Article IV of the Company's Fourth Amended and Restated Certificate of Incorporation in its entirety as indicated in Exhibit 1 hereto.

Proposal Number 4

Addition of Officer Exculpation Provision to the Company's Fourth Amended and Restated Certificate of Incorporation

Upon a proposal from the Board of Directors of the Company, to reflect Delaware law provisions regarding exculpation of certain of the Company's officers by amending and restating Article VII of the Company's Fourth Amended and Restated Certificate of Incorporation in its entirety as indicated in Exhibit 2 hereto.

EXHIBIT 1

AUTHORIZED CAPITAL DECREASE

4.1 Authorized Capital.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 85,300,474 shares, which shall be divided into two classes, consisting of (i) 85,300,472 shares of common stock, \$0.00002 par value per share ("**Common Stock**") and (ii) 2 shares of preferred stock, \$0.00002 par value per share, which shall be divided into two series, consisting of 1 share of Series A preferred stock, \$0.00002 par value per share (the "**Series A Preferred Stock**") and 1 share of Series B preferred stock, \$0.00002 par value per share (the "**Series B Preferred Stock**") (together, the Series A Preferred Stock and the Series B Preferred Stock will be referred to herein as the "**Preferred Stock**"). The Corporation may from time to time issue Common Stock out of the authorized capital of the Corporation for such consideration as may be determined in accordance with applicable law. Following the effectiveness of the filing of this Fifth Amended and Restated Certificate of Incorporation (as the same may be amended and/or restated from time to time, the "**Restated Certificate of Incorporation**"), the Corporation shall not (i) issue any shares of its capital stock other than the Common Stock or (ii) grant any additional rights attached to the Preferred Stock other than the rights referred to in Section 4.3 and Section 5.2 below."

[END OF EXHIBIT 1]

EXHIBIT 2

OFFICERS INDEMNIFICATION

"Article VII

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES; EXCULPATION

The Corporation is authorized to indemnify, and to advance expenses to, each current, former or prospective director, officer, employee or agent of the Corporation to the fullest extent permitted by Section 145 of the General Corporation Law, as the same exists or as may hereafter be amended.

To the fullest extent permitted by the General Corporation Law, as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of the directors or officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended from time to time.

Any amendment, repeal or modification of this Article VII, or the adoption of any provision of this Restated Certificate of Incorporation inconsistent with this Article VII, shall not adversely affect any right or protection of a director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or adoption of such inconsistent provision or increase the liability of any director, officer or other agent of the Corporation with respect to acts or omissions occurring prior to such amendment, repeal, modification or adoption of such inconsistent provision."

[END OF EXHIBIT 2]



Using a **black ink** pen, mark your votes with an **X** as shown in this example.
Please do not write outside the designated areas.



2024 Annual Meeting Proxy Card

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

A Proposals – The Board of Directors recommend a vote **FOR** all the nominees listed and **FOR** Proposals 2-3.

1. Election of Directors:

	For	Against	Abstain		For	Against	Abstain
01 - Mr. Krzysztof Kaczmarczyk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	02 - Mr. Tom Jacobsson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



2. Decreasing the Authorized Capital of the Company

For Against Abstain

3. Addition of Officer Exculpation Provision to the Company's Fourth Amended and Restated Certificate of Incorporation

For Against Abstain

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



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**Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Shareholders.
The material is available at: www.edocumentview.com/huuu**

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

HUUUGE INC.

Notice of 2024 Annual Meeting of Shareholders

Proxy Solicited by Board of Directors for Annual Meeting – June 18, 2024

Mr. Wojciech Wronowski, CEO, Mr. Marek Chwalek, Company Treasurer, and Mrs. Monika Kierepa, Company Secretary, or any of them, 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 18, 2024 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 and FOR Proposals 2 and 3.

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)

HUUUGE, INC.

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

ANNUAL MEETING OF STOCKHOLDERS, JUNE 18, 2024

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/M2XHPVH> 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. 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 (May 14, 2024), 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/M2XHPVH>. 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. May 14, 2024 (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 by Computershare no later than **23:00 CET / 14:00 PDT, on June 14, 2024.**

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 .

or by mail to:

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.