

## Court registration of amendment to Company's Articles of Association

**Current Report No.: 34/2023**

**Date: June 2nd 2023**

**Time: 12:37 pm**

The Management Board of Mercor S.A. (the "Company") announces that, based on data from the Central Information Service of the National Court Register, it became aware of the registration on June 2nd 2023 by the District Court for Gdańsk-Północ in Gdańsk, 7th Commercial Division of the National Court Register, of the amendment to the Company's Articles of Association adopted by the General Meeting on January 26th 2023 by Resolutions No. 6 and 7.

Pursuant to one of the Resolutions, the Company's share capital was reduced by PLN 22,314.50 (twenty-two thousand, three hundred and fourteen złoty, 50/100). Following the reduction, the share capital amounts to PLN 3,892,319.25 (three million, eight hundred and ninety-two thousand, three hundred and nineteen złoty, 25/100). The share capital was reduced by cancelling 89,258 (eighty-nine thousand, two hundred and fifty-eight) treasury shares held by the Company, conferring 89,258 (eighty-nine thousand, two hundred and fifty-eight) voting rights at the General Meeting. Following the change, the number of all outstanding Company shares is 15,569,277 (fifteen million, five hundred and sixty-nine thousand, two hundred and seventy-seven), with a par value of PLN 0.25 per share. The total number of voting rights at the General Meeting is 15,569,277 (fifteen million, five hundred and sixty-nine thousand, two hundred and seventy-seven).

Adopted amendments:

- 1) Resolution No. 6 amended the wording of Art. 5.1 of the Company's Articles of Association:

*"The Company's share capital shall amount to **PLN 3,892,319.25** (three million, eight hundred and ninety-two thousand, three hundred and nineteen złoty, 25/100) and shall be divided into **15,569,277** (fifteen million, five hundred and sixty-nine thousand, two hundred and seventy-seven) shares with a par value of PLN 0.25 (twenty-five grosz) per share, including:*

- *12,454,544 (twelve million, four hundred and fifty-four thousand, five hundred and forty-four) Series AA ordinary bearer shares numbered from AA 1 to AA 12454544,*
- *1,691,230 (one million, six hundred and ninety-one thousand, two hundred and thirty) Series BB ordinary bearer shares numbered from BB 1 to BB 1691230,*
- *1,423,503 (one million, four hundred and twenty-three thousand, five hundred and three) Series CC ordinary bearer shares numbered from CC 1 to CC 1423503."*

- 2) Resolution No. 7 added Art. 5A after Art. 5, reading as follows:

*"1 The Company's share capital has been conditionally increased by no more than PLN 156,585.25 (one hundred and fifty-six thousand, five hundred and eighty-five złoty, 25/100) through the issue of up*

- to 626,341 (six hundred and twenty-six thousand, three hundred and forty-one) Series D ordinary bearer shares with a par value of PLN 0.25 (twenty-five grosz) per share ("**Series D Shares**").
2. *The purpose of the conditional share capital increase referred to in Art. 5A.1 hereof is to enable the exercise of the right to subscribe for Series D Shares by the holders of Series A registered subscription warrants numbered from 000001 to 626341, who are participants in the Incentive Scheme for the management and other key employees and associates of the Company and its subsidiaries, which is based on subscription warrants and Company shares and has been established at the Company pursuant to Resolution No. 7 of the Extraordinary General Meeting of MERCOR S.A. of Gdańsk dated January 26th 2023 to establish an incentive scheme at the Company, to issue Series A registered subscription warrants with the existing shareholders' pre-emptive rights to subscribe for the same waived in their entirety, to conditionally increase the Company's share capital with the existing shareholders' pre-emptive rights to subscribe for Series D ordinary bearer shares waived in their entirety, and to amend the Company's Articles of Association."*

The Company publishes, attached hereto, the consolidated text of its Articles of Association.

Legal basis: *Par. 5.1 of the Minister of Finance's Regulation of March 29th 2018 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state.*

MANAGEMENT BOARD OF MERCOR S.A.:

Jakub Lipiński  
First Vice President of the Management Board

Tomasz Kamiński  
Member of the Management Board