

No expressions of interest to purchase shares under the share repurchase procedure and decision to withdraw from demerger of Fire Protection of Building Structures Division, and, consequently, continuation of operational activities in fire protection of building structures, active fire suppression and other solutions

Current Report No.: 13/2025

Date: 26 March 2025

Time: 7:40 am

Further to Current Report No. 9/2025 of 6 February 2025 concerning the planned repurchase of shares from the Company's shareholders opposed to the material change of its business profile (the "**Share Repurchase**") pursuant to Resolution No. 7 of the Extraordinary General Meeting dated 6 February 2025 on a material change of the Company's business profile and amendments to its Articles of Association ("**EGM Resolution No. 7**"), as well as Current Report No. 11/2025 of 5 March 2025 on an update on the rules for the repurchase of shares, as corrected on 18 March 2025, the Management Board of MERCOR S.A. (the "**Company**") announces that:

- 1) 25 March 2025 marked the expiry of the deadline, set in accordance with Art. 417.2 of the Polish Commercial Companies Code (the "**Commercial Companies Code**"), for the Company's shareholders or non-shareholder third parties to express their intention to purchase Company shares under the Share Repurchase procedure and to make payments corresponding to the purchase price of such shares;
- 2) None of the Company's shareholders or non-shareholder third parties made any payment towards the purchase of shares, nor expressed an intention to purchase Company shares under the Share Repurchase procedure, either directly to the Company or via its brokerage partner Santander Bank Polska S.A. – Santander Biuro Maklerskie of Warsaw ("**Santander**"), which has supported the Company in connection with the Share Repurchase process (as announced by the Company in Current Report No. 11/2025).

Accordingly, the Management Board announces that, regardless of the fact that the deadline for submission of repurchase requests by dissenting shareholders due to the material change of the Company's business profile as specified in EGM Resolution No. 7 has not yet passed, the Share Repurchase procedure is deemed concluded due to the lack of any payments made to the Company within the statutory deadline set forth in Art. 417.2 of the Commercial Companies Code.

As a result, the shares of the Company's shareholders opposed to the material change of its business profile who have submitted a request to have their shares repurchased under the Share Repurchase procedure will not be repurchased from them, and EGM Resolution No. 7 – pursuant to Art. 416.4 of the Commercial Companies Codes – becomes null and void.

At the same time, the Management Board announces that it has decided to withdraw from the contemplated demerger of the organised part of the Company's business involving the fire protection of building structures. The business consists in the provision of advisory services, development of engineering designs, acquisition of customers, tendering for contracts, manufacture, sale of products and services and after-sales support related to comprehensive systems for the fire protection of building structures, along with functions allocated thereto, i.e. the tendering, domestic and foreign sales, manufacturing, installation and marketing functions. The organised part of the business referred to above was separated within the Company's organisational structure pursuant to Management Board Resolution No. 8/2024 dated 18 July 2024 (the "**Fire Protection of Building Structures Division**").

Furthermore, the Management Board announces that Resolution No. 6 of the Extraordinary General Meeting dated 6 February 2025 to approve the disposal of the organised part of the Company's business will not be implemented. Consequently, the Company will continue to conduct its operational activities and will not change its business profile to that of a holding company.

Legal basis: Article 17(1) of MAR – Inside information

MANAGEMENT BOARD OF MERCOR S.A.:

Jakub Lipiński

First Vice President of the Management Board

Tomasz Kamiński

Member of the Management Board