

**RESOLUTION No. 1  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to appoint Chair of the Annual General Meeting**

Section 1

Acting pursuant to Art. 409.1 of the Commercial Companies Code and Section 7 of its Rules of Procedure, the Annual General Meeting hereby resolves to appoint [●] as Chair of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 2  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to abolish the secrecy of voting on the resolution to appoint the ballot counting  
committee**

**Section 1**

Acting pursuant to Art. 420.3 of the Commercial Companies Code, the Annual General Meeting hereby resolves to abolish the secrecy of voting on the resolution to appoint the ballot counting committee for the General Meeting.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 3  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to appoint the ballot counting committee**

**Section 1**

The Annual General Meeting hereby appoints the following persons to the ballot counting committee:

1. [---]
2. [---]
3. [---]

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 4  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to adopt the agenda of the Annual General Meeting**

**Section 1**

The General Meeting of the Company hereby resolves to adopt the following agenda:

1. Opening of the General Meeting.
2. Appointment of Chair of the General Meeting.
3. Confirmation that the General Meeting has been duly convened and has the capacity to pass resolutions; registration of attendance.
4. Voting on a resolution to abolish the secrecy of voting on the resolution to appoint the ballot counting committee.
5. Appointment of the ballot counting committee.
6. Adoption of the agenda of the Annual General Meeting.
7. Presentation of resolutions:
  - a) the Supervisory Board resolution concerning the statements accompanying the separate financial statements of the Company and the consolidated financial statements of the MERCOR Group for the financial year from 1 April 2024 to 31 March 2025, prepared in accordance with the Minister of Finance's Regulation 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,
  - b) the Supervisory Board resolution concerning the assessment of the separate financial statements of the Company, the consolidated financial statements of the MERCOR Group and the Directors' Report on the operations of the Company and the MERCOR Group, including the sustainability report of the Group, for the financial year from 1 April 2024 to 31 March 2025,
  - c) the Supervisory Board resolution concerning the evaluation of the effectiveness of the Company's internal control, risk management, and compliance systems and internal audit function for the financial year from 1 April 2024 to 31 March 2025,
  - d) the Supervisory Board resolution concerning the adoption of the Report of the Audit Committee on its activities in the financial year from 1 April 2024 to 31 March 2025,
  - e) the Supervisory Board resolution concerning the adoption of the Report of the Remuneration Committee on its activities in the financial year from 1 April 2023 to 31 March 2024,
  - f) the Management Board resolution concerning the Management Board's recommendation for the General Meeting on the coverage of loss for the financial year from 1 April 2024 to 31 March 2025,
  - g) the Supervisory Board resolution concerning the assessment of the Management Board's proposal as to the coverage of loss for the financial year from 1 April 2024 to 31 March 2025,

- h) the Supervisory Board resolution concerning the Report of the Supervisory Board on the results of its assessment of the separate financial statements of the Company, the consolidated financial statements of the MERCOR Group, the Directors' Report on the operations of the Company and the MERCOR Group, and the Management Board's proposal as to the coverage of loss for the financial year from 1 April 2024 to 31 March 2025,
  - i) the Supervisory Board resolution concerning the adoption of the Report of the Supervisory Board on its activities in the financial year from 1 April 2024 to 31 March 2025,
  - j) the Supervisory Board resolution concerning the adoption of the Report of the Supervisory Board on the Remuneration of Members of the Management Board and Supervisory Board for the financial year from 1 April 2024 to 31 March 2025,
  - k) the Supervisory Board resolutions concerning requests for the General Meeting to discharge Management and Supervisory Board Members of liability for their activities in the financial year from 1 April 2024 to 31 March 2025,
  - l) the Management Board and Supervisory Board resolutions to amend the Company's Articles of Association,
  - m) the Supervisory Board resolutions concerning draft resolutions of the Management Board submitted for inclusion in the agenda of the Annual General Meeting.
8. Consideration and approval of the Directors' Report on the operations of the Company and the MERCOR Group in the financial year from 1 April 2024 to 31 March 2025.
  9. Consideration and approval of the separate financial statements of the Company for the financial year from 1 April 2024 to 31 March 2025.
  10. Consideration and approval of the consolidated financial statements of the MERCOR Group for the financial year from 1 April 2024 to 31 March 2025.
  11. Consideration and approval of the Report of the Supervisory Board on its activities in the financial year from 1 April 2024 to 31 March 2025.
  12. Voting on a resolution to give opinion on the Report of the Supervisory Board on the Remuneration of Members of the Management Board and Supervisory Board for the financial year from 1 April 2024 to 31 March 2025.
  13. Coverage of loss for the financial year from 1 April 2024 to 31 March 2025.
  14. Discharging Members of the Management Board of liability for their activities in the financial year from 1 April 2024 to 31 March 2025.
  15. Discharging Members of the Supervisory Board of liability for their activities in the financial year from 1 April 2024 to 31 March 2025.
  16. Voting on a resolution to amend the Company's Articles of Association.
  17. Voting on a resolution to amend the Company's Articles of Association.
  18. Voting on a resolution to authorise the Supervisory Board to restate the Company's Articles of Association.
  19. Voting on a resolution to appoint a member of the Supervisory Board in order to fill a vacancy.
  20. Closing of the General Meeting.

## Section 2

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 5  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to consider and approve the Directors' Report  
on the operations of the Company and the MERCOR Group  
in the financial year from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 393.1, Art. 395.2.1 and Art. 5 of the Commercial Companies Code, the General Meeting hereby resolves to consider and approve the Directors' Report on the operations of MERCOR S.A. and the MERCOR Group in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 6  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to consider and approve  
the separate financial statements of the Company  
for the financial year from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code and Art. 53.1 of the Accounting Act of 29 September 1994, the General Meeting hereby resolves to consider and approve the separate financial statements of the Company for the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 7  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to consider and approve  
the consolidated financial statements of the MERCOR Group  
for the financial year from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.5 of the Commercial Companies Code and Art. 63c.4 of the Accounting Act of 29 September 1994, the General Meeting hereby resolves to consider and approve the consolidated financial statements of the MERCOR Group for the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]



**RESOLUTION No. 8  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to approve the Report of the Supervisory Board on its activities  
in the financial year from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Principle 2.11 of Best Practice for GPW Listed Companies 2021, the General Meeting hereby resolves to approve the Report of the Supervisory Board on its activities in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 9  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to give an opinion on the Report of the Supervisory Board  
on the Remuneration of Members of the Management Board and Supervisory Board  
for the financial year from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and Art. 395.2<sup>1</sup> of the Commercial Companies Code, the General Meeting of the Company gives a positive opinion on the Report of the Supervisory Board on the Remuneration of Members of the Management Board and Supervisory Board for the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 10  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to cover the loss  
for the financial year from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, the General Meeting of the Company – having considered the Supervisory Board's assessment – hereby resolves that the Company's net loss for the financial year from 1 April 2024 to 31 March 2025, in the amount of PLN 493,797.56 (four hundred ninety-three thousand seven hundred ninety-seven złoty and 56/100), shall be covered from the Company's capital reserve.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 11  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Krzysztof Krempeć  
of liability for his activities as President of the Management Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Krzysztof Krempeć of liability for his activities as President (Member) of the Management Board of the Company in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 12  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Jakub Lipiński  
of liability for his activities as First Vice President of the Management Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Jakub Lipiński of liability for his activities as First Vice President (Member) of the Management Board of the Company in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 13  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Tomasz Kamiński  
of liability for his activities as Member of the Management Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Tomasz Kamiński of liability for his activities as Member of the Management Board of the Company in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 14  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Lucjan Myrda  
of liability for his activities as Chair of the Supervisory Board  
in the financial year  
from 1 April 2023 to 31 March 2024**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Lucjan Myrda of liability for his activities as Chair (Member) of the Supervisory Board of the Company in the financial year from 1 April 2024 to 31 March 2025, that is for the period from 1 April 2024 to 31 January 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 15**

**of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Arkadiusz Kęsicki  
of liability for his activities as Chair and Deputy Chair of the Supervisory Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Arkadiusz Kęsicki of liability for his activities as Deputy Chair and subsequently as Chair (Member) of the Supervisory Board of the Company in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]



**RESOLUTION No. 16  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Tomasz Rutowski  
of liability for his activities as Secretary of the Supervisory Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Tomasz Rutowski of liability for his activities as Secretary (Member) of the Supervisory Board of the Company in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 17**

**of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Marian Popinigis  
of liability for his activities as Member of the Supervisory Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Marian Popinigis of liability for his activities as Member of the Supervisory Board of the Company in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 18  
of the Annual General Meeting**

**of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Eryk Karski  
of liability for his activities as Member  
and Deputy Chair of the Supervisory Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

#### **Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Eryk Karski of liability for his activities as Member and Deputy Chair of the Supervisory Board in the financial year from 1 April 2024 to 31 March 2025.

#### **Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 19  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")**

**dated 30 September 2025**

**to discharge Błażej Żmijewski  
of liability for his activities as Member of the Supervisory Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Błażej Żmijewski of liability for his activities as Member of the Supervisory Board of the Company in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 20  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to discharge Pathy Timu Zenzo  
of liability for his activities as Member of the Supervisory Board  
in the financial year  
from 1 April 2024 to 31 March 2025**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby resolves to discharge Pathy Timu Zenzo of liability for his activities as Member of the Supervisory Board in the financial year from 1 April 2024 to 31 March 2025.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION NO. 21  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

## **to amend the Company's Articles of Association**

### **Section 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code (the "**Commercial Companies Code**"), the General Meeting hereby **amends Art. 2.1 of the Articles of Association** to read as follows:

"The Company's name shall be **mcr Spółka Akcyjna**".

### **Section 2**

This Resolution shall become effective as of the date of completion of the transaction involving the acquisition from the Company by Kingspan société à responsabilité limitée of Villepinte, France, of shares in the share capitals of Mercor Light&Vent sp. z o.o. of Gdańsk, Poland, Mercor Czech Republic s.r.o. of Ostrava, Czech Republic, Mercor Slovakia s.r.o. of Bratislava, Slovakia, Mercor Fire Protection Systems S.R.L. of Chitila, Romania, Mercor Fire Protection UK Ltd of Manchester, United Kingdom, Mercor Ukraine sp. z o.o. of Drohovyzh, Ukraine, Tecresa Protección S.L. of Madrid, Spain, Mercor Hungary Kft of Budapest, Hungary, and, indirectly, Mercor Centrum Usług Wspólnych sp. z o.o. of Gdańsk, Poland.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION NO. 22  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")**

dated 30 September 2025

to amend the Company's Articles of Association

**Section 1**

Acting pursuant to Art. 430.1 of the Polish Commercial Companies Code (the "**Commercial Companies Code**"), the General Meeting resolves to **amend the Articles of Association as follows:**

1. **Art. 12.3.b of the Articles of Association** shall read as follows:  
"the appointment and removal of the audit firm authorised to audit or review the Company's financial statements and to provide assurance of sustainability reporting, as well as granting consent to the conclusion of agreements with such firm, its affiliates or members of its network, and to the undertaking of actions that may affect the independence of such firm in the performance of audit or assurance services."
2. **In Art. 14 of the Articles of Association, a new section 10 shall be added** after section 9, reading as follows:  
"In accordance with the Commercial Companies Code, the Management Board shall be authorised, with the consent of the Supervisory Board, to pay interim dividends to Shareholders, provided that the Company holds sufficient funds to make such payments."

**Section 2**

The General Meeting hereby authorises and obliges the Management Board to take all legal and practical steps necessary to register this amendment to the Articles of Association with the competent registry court.

**Section 3**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 23  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk  
(the "Company")  
dated 30 September 2025**

**to authorise the Supervisory Board to restate the Company's Articles of Association**

**Section 1**

Acting pursuant to Art. 430.5 of the Commercial Companies Code, the General Meeting hereby authorises the Supervisory Board to restate the Company's Articles of Association, incorporating the amendments introduced by Resolution No. 22 of the Annual General Meeting of the Company dated 30 September 2025, as well as – if it enters into force – the amendments introduced by Resolution No. 21.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]

**RESOLUTION No. 24  
of the Annual General Meeting  
of MERCOR S.A. of Gdańsk**



(the "Company")  
dated 30 September 2025

to appoint a member of the Supervisory Board in order to fill a vacancy

**Section 1**

Pursuant to Art. 385.1 of the Commercial Companies Code in conjunction with Art. 7.2.a of the Company's Articles of Association, the General Meeting resolves to appoint [ ● ] to the Supervisory Board of the Company for a joint term of office with the other members of the Supervisory Board.

**Section 2**

This Resolution shall become effective as of its date.

Number of voted shares: [---] – percentage of share capital represented by those shares: [---]

Total number of valid votes: [---]

Votes for: [---]

Votes against: [---]

Abstentions: [---]