

Resolution No. 7
of the Extraordinary General Meeting of mcr S.A. of Gdańsk
dated 5 February 2026
to cancel Company shares held in treasury

Pursuant to Article 362.1.5 of the Commercial Companies Code in conjunction with Article 359.1 and Article 359.2 of the Commercial Companies Code, as well as Article 5.4 of the Articles of Association of mcr S.A. (the “**Company**”), the Extraordinary General Meeting resolves as follows:

Section 1

1. The Extraordinary General Meeting hereby resolves to voluntarily cancel 6,279,069 (six million, two hundred and seventy-nine thousand, sixty-nine) ordinary bearer shares in book-entry form issued by the Company, with a par value of PLN 0.25 (twenty-five grosz) per share, i.e., with a total par value of PLN 1,569,767.25 (one million, five hundred and sixty-nine thousand, seven hundred and sixty-seven zloty, twenty-five grosz), admitted to trading on the regulated market operated by the Warsaw Stock Exchange, to which the Central Securities Depository of Poland assigned ISIN code PLMRCOR00016. The shares were acquired by the Company through the buyback of its own shares for cancellation pursuant to Resolution No. 5 of the Extraordinary General Meeting of the Company dated 7 January 2026, Resolution No. 1/2026 of the Company’s Management Board dated 7 January 2026, and the Invitation to tender Company shares (the “Invitation”). Pursuant to the above-mentioned resolutions, the Invitation and the information on the number of Company shares covered by Tenders submitted by Shareholders in response to the Invitation, the Company decided to buy back 6,279,069 (six million, two hundred and seventy-nine thousand, sixty-nine) of the Company’s own shares, in the period from 13 January 2026 to 16 January 2026, for cancellation. Following the acquisition of the total designated number of Company shares, the buyback process was completed. The bought back shares, currently held in treasury by the Company, shall be cancelled consistently with the purpose for which they were acquired, which constitutes the rationale for this Resolution.
2. The shares to be cancelled are those referred to in Section 1.1 above, bought back by the Company with the consent of the relevant shareholders, for the consideration specified in Resolution No. 5 of the Extraordinary General Meeting of the Company dated 7 January 2026, in a total amount of PLN 134,999,983.50 (one hundred and thirty-four million, nine hundred and ninety-nine thousand, nine hundred and eighty-three zloty, fifty grosz). As the Company is cancelling its own shares held in treasury, the Company, as the shareholder of the shares being so cancelled, is not entitled to any consideration in respect of their cancellation.
3. The share capital reduction resulting from the cancellation of Company shares referred to in Section 1.1 above shall be effected by way of a separate resolution of this Extraordinary General Meeting and an amendment to the Company’s Articles of Association, subject to the conduct of a creditors’ convocation procedure as required by Article 456.1 of the Commercial Companies Code, given that the payment of the buyback price to shareholders is to be financed from the Company’s equity components other than distributable amounts within the meaning of Article 348.1 of the Commercial Companies Code.
4. The cancellation shall be effected by reducing the Company’s share capital by an amount corresponding to the aggregate par value of the cancelled treasury shares, i.e., by PLN 1,569,767.25 (one million, five hundred and sixty-nine thousand, seven hundred and sixty-seven zloty, twenty-five grosz), from PLN 3,830,154 (three million, eight hundred and thirty thousand, one hundred and fifty-four) to PLN 2,260,386.75 (two million, two hundred and sixty thousand, three hundred and eighty-six zloty, seventy-five grosz).
5. The cancellation of Company shares held in treasury shall take effect upon the registration of the reduction of the Company’s share capital by the competent registry court.
6. The reduction of the share capital and the related amendment to the Company’s Articles of Association shall be effected pursuant to a separate resolution of this Extraordinary General Meeting.

Section 2

This Resolution shall take effect as of its date, subject to Section 1.5 above.

Number of validly voted shares: [---], representing [---]% of the share capital.

Total number of valid votes: [---]

Number of votes in favour: [---], representing [---]% of shares represented at the EGM.

Number of votes against: [---]

Number of abstentions: [---]

**Resolution No. 8
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
dated 5 February 2026**

**to reduce the Company's share capital and make a relevant amendment to the
Company's Articles of Association**

Acting pursuant to Article 360.1, Article 360.4 and Article 430.1 in conjunction with Article 455.1 and Article 455.2 of the Commercial Companies Code, as well as Article 5.4 of the Articles of Association of mcr S.A. (the "**Company**"), the Extraordinary General Meeting hereby resolves as follows:

Section 1

1. In connection with the passing of Resolution No. 7 of the Extraordinary General Meeting of 5 February 2026 to cancel Company shares held in treasury, the Extraordinary General Meeting resolves to reduce the Company's share capital by PLN 1,569,767.25 (one million, five hundred and sixty-nine thousand, seven hundred and sixty-seven zloty, twenty-five grosz), i.e., from PLN 3,830,154 (three million, eight hundred and thirty thousand, one hundred and fifty-four zloty) to PLN 2,260,386.75 (two million, two hundred and sixty thousand, three hundred and eighty-six zloty, seventy-five grosz), through voluntary cancellation of 6,279,069 (six million, two hundred and seventy-nine thousand, sixty-nine) of book-entry treasury shares with a par value of PLN 0.25 (twenty-five grosz) per share, to which the Central Securities Depository of Poland assigned ISIN code PLMRCOR00016, by making a relevant amendment to the Company's Articles of Association.
2. The purpose of the share capital reduction is to implement Resolution No. 7 of the Extraordinary General Meeting dated 5 February 2026 to cancel Company shares held in treasury, i.e., to adjust the amount of the Company's share capital to the total par value of Company shares remaining after the cancellation of shares held in treasury.
3. The reduction of the Company's share capital shall be effected subject to the conduct of a creditors' convocation procedure as required by Article 456.1 of the Commercial Companies Code, given that the payment of the buyback price to shareholders is to be financed from the Company's equity components other than distributable amounts within the meaning of Article 348.1 of the Commercial Companies Code.
4. As the Company is cancelling its own shares held in treasury, the Company, as the shareholder of the shares being so cancelled, is not entitled to any consideration in respect of their cancellation.
5. The share capital reduction shall take effect upon its registration by the competent registry court.

Section 2

1. In connection with the passing of Resolution No. 7 of the Extraordinary General Meeting dated 5 February 2026 to cancel Company shares held in treasury, the Company's Articles of Association shall be amended so that Article 5.1 shall now read as follows:

"1. The Company's share capital shall amount to PLN 2,260,386.75 (two million, two hundred and sixty thousand, three hundred and eighty-six zloty, seventy-five grosz) and shall be divided into 9,041,547 (nine million, forty-one thousand, five hundred and forty-seven) shares with a par value of 0.25 (twenty-five) grosz per share, including:

- *6,175,475 (six million, one hundred and seventy-five thousand, four hundred and seventy-five) Series AA ordinary bearer shares numbered from AA 1 to AA 6,175,475,*
- *1,442,569 (one million, four hundred and forty-two thousand, five hundred and sixty-nine) Series BB ordinary bearer shares numbered from BB 1 to BB 1,442,569,*

– 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 1,423,503”.

2. This amendment to the Articles of Association is made to reduce the Company’s share capital in connection with the cancellation of Company shares held in treasury and thus to adjust the share capital amount specified in the Articles of Association to its amount post-cancellation.
3. The Management Board shall notify the competent registry court of the amendment made to the Company’s Articles of Association pursuant to this Resolution.
4. This Resolution shall become effective upon adoption, with the proviso that the amendment to the Company’s Articles of Association shall only take effect upon its entry in the Business Register of the National Court Register.

Number of validly voted shares: [---], representing [---]% of the share capital.

Total number of valid votes: [---]

Number of votes in favour: [---], representing [---]% of shares represented at the EGM.

Number of votes against: [---]

Number of abstentions: [---]