NOTICE BY THE MANAGEMENT BOARD
OF MERCOR SPÓŁKA AKCYJNA OF GDAŃSK
OF THE ANNUAL GENERAL MEETING
CONVENED FOR 24 SEPTEMBER 2024
(the **"AGM Notice"**)

The **Management Board of MERCOR S.A. of Gdańsk,** with its registered office at ul. Grzegorza z Sanoka 2, 80-408 Gdańsk, Poland, entered in the Business Register of the National Court Register under No. KRS 0000217729, whose records are kept by the District Court for Gdańsk-Północ in Gdańsk, 7th Commercial Division of the National Court Register, with a share capital of PLN 3,892,319.25 (fully paid up), holding Tax Identification Number (NIP): 5840302214, Industry Identification Number (REGON): 008047521, and entry number in the Waste Management Database (BDO): 000069623 (the "**Company**" or "**MERCOR S.A.**"), acting pursuant to Art. 395, Art. 399.1, Art. 402^1 of the Commercial Companies Code (the "**Commercial Companies Code**") and Art. 8.1 of the Company's Articles of Association, hereby **convenes the Annual General Meeting** to be held on **24 September 2024**, at **11:00** am (start), at the Company's registered office at ul. Grzegorza z Sanoka, 80-408, Gdańsk, Poland, in the red conference room (the "**Meeting**", "**AGM**", "**General Meeting**" or "**Annual General Meeting**").

Agenda of the Annual General Meeting

1. Opening of the General Meeting
2. Appointment of the 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
7. Presentation of resolutions:
    a) the Supervisory Board Resolution concerning the Supervisory Board's statements accompanying the financial statements of the Company and the consolidated financial statements of the MERCOR Group for the financial year from 1 April 2023 to 31 March 2024, 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 for the financial year from 1 April 2023 to 31 March 2024
    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 2023 to 31 March 2024
    d) the Supervisory Board Resolution on concerning the adoption of the Report of the Audit Committee on its activities in the financial year from 1 April 2023 to 31 March 2024
    e) the Supervisory Board Resolution concerning the adoption of the Report of the Audit 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 allocation of net profit for the financial year from 1 April 2023 to 31 March 2024
g) the Supervisory Board Resolution concerning the assessment of the Management Board's proposal as to the allocation of net profit for the financial year from 1 April 2023 to 31 March 2024
h) the Supervisory Board Resolution concerning the Report of the Supervisory Board on the results of its assessment of the 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 allocation of net profit for the financial year from 1 April 2023 to 31 March 2024
i) the Supervisory Board Regulation concerning the adoption of the Report of the Supervisory Board on its activities in the financial year from 1 April 2023 to 31 March 2024
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 2023 to 31 March 2024
k) the Supervisory Board Resolution to consider and express the Supervisory Board's opinion on proposed amendments to the Remuneration Policy for the Management Board and Supervisory Board
l) the Supervisory Board Resolution to express an opinion on the proposed cancellation of Company shares held in treasury that were bought back in the period from 19 December 2022 to 16 August 2024 under the authorisation to buy back Company shares granted to the Management Board by the General Meeting pursuant to Resolution No. 5 of the Extraordinary General Meeting of the Company dated 30 June 2020, as amended by Resolution No. 5 of the Extraordinary General Meeting of the Company dated 16 March 2021 to amend the scope of the authorisation granted to the Management Board, as specified in Appendix 1 to Resolution No. 5 of the Extraordinary General Meeting of the Company dated 30 June 2020, to reduce the Company's share capital following the cancellation of Company shares held in treasury, and to amend the Company's Articles of Association (the "Management Board Authorisation" or the "Share Buyback Terms")
m) 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 2023 to 31 March 2024
n) the Supervisory Board Resolutions concerning Management Board resolutions submitted for inclusion in the agenda of the upcoming 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 2023 to 31 March 2024
9. Consideration and approval of the full-year separate financial statements of the Company for the financial year from 1 April 2023 to 31 March 2024
10. Consideration and approval of the full-year consolidated financial statements of the MERCOR Group for the financial year from 1 April 2023 to 31 March 2024
11. Consideration and approval of the Report of the Supervisory Board on its activities in the financial year from 1 April 2023 to 31 March 2024
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 2023 to 31 March 2024
13. Allocation of net profit earned by the Company in the financial year from 1 April 2023 to 31 March 2024
14. Discharging Members of the Management Board of liability for their activities in the financial year from 1 April 2023 to 31 March 2024

15. Discharging Members of the Supervisory Board of liability for their activities in the financial year from 1 April 2023 to 31 March 2024
16. Adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of MERCOR S.A.
17. Voting on a resolution to cancel Company shares held in treasury
18. Voting on a resolution to reduce the Company's share capital following the cancellation of Company shares held in treasury and to amend the Company's Articles of Association accordingly
19. Voting on a resolution to authorise the Supervisory Board to restate the Company's Articles of Association
20. Closing of the General Meeting

CANCELLATION OF TREASURY SHARES (Art. 455.2 of the Commercial Companies Code):

a) Purpose of reduction: treasury share cancellation
b) Amount by which the share capital will be reduced: PLN 62,165.25
c) Share capital reduction method: cancellation of part of Company shares

Acting pursuant to Art. 402^2 of the Commercial Companies Code, the Company presents below further information on the Shareholders' attendance at the Annual General Meeting:

1. Electronic communication between Shareholders and the Company in connection with the Annual General Meeting:

To the extent provided for in the Commercial Companies Code, Shareholders may use electronic means of communication to communicate with the Company, including, without limitation, submitting notices or documents.
The following email address of the Company is dedicated to electronic communication between shareholders and the Company: **wza@mercor.com.pl**
Any foreign language document submitted by a Shareholder using electronic means must be accompanied by its certified translation into Polish unless it already contains a binding Polish-language version, in which case it is not required to be accompanied by a certified translation.
Any document sent by a Shareholder to the Company or by the Company to a shareholder by electronic means must be a scanned copy saved as a PDF file.

2. Shareholder's rights to request placing certain items on the agenda of the Annual General Meeting and to propose draft resolutions:

2.1. **Shareholder's right to request that certain items be placed on the agenda of the General Meeting**:

A Shareholder or Shareholders representing at least 1/20 (one-twentieth) of the Company's share capital may request that certain items be placed on the agenda of the General Meeting. Such request should be submitted to the Management Board at least 21 (twenty one) days prior to the scheduled date of the General Meeting, i.e. by 3 September 2024.
The request should also contain the rationale for or a draft resolution concerning the proposed agenda item.
Shareholder requests may be submitted to the Company in writing (i.e. delivered by hand against acknowledgement of receipt or sent by mail to MERCOR S.A., ul. Grzegorza z Sanoka 2, 80-408 Gdańsk, Poland, with a return receipt requested) or in electronic form, i.e. by email to wza@mercor.com.pl.
The date and time of submission of the request shall be the date and time of its receipt by the Company or, if it is sent by email, the date and time of its entry in the Company's electronic mail system (date and time of delivery into the Company's mail server).

The request should be accompanied by documents confirming the identity of the Shareholder and their status as a shareholder in the Company and their right to request that certain items be placed on the agenda of the General Meeting, including in particular:

a) a depositary certificate for their shares or a certificate confirming the Shareholder's right to attend the General Meeting, issued by the entity maintaining the shareholder's securities account in accordance with the Act on Trading in Financial Instruments, stating that its holder is a Shareholder in the Company and holds the required number of shares as at the request date;
b) for natural persons – copies of their identity documents, i.e., personal ID cards or passports or any other documents enabling identification of the Shareholder(s) (with each such copy to only show such details as are necessary for the proper identification of the Shareholder(s), i.e. their full name, series and number of their personal ID card, passport or other document, their Personal Identification Number (PESEL) if applicable, the date of issue and expiry of the document – with any other details anonymised) – please note that for the sake of security it is recommended that the documents made available to the Company be crossed out with a diagonal line in such a way that the Company is able to identify the required details and that the documents be marked with a note specifying the purpose of making them available to the Company, that is participation in the Annual General Meeting of MERCOR S.A.;
c) for Shareholders other than natural persons – a copy of the Shareholder's up-to-date entry in the relevant register or a printout of up-to-date information on the Shareholder as entered in the National Court Register pursuant to Art. 4.4aa of the Act on the National Court Register of 20 August 1997 (consolidated text: Dz.U. of 2024, item 979) or other document confirming the existence of the Shareholder;
d) if the request is submitted through a proxy − a copy of the power of proxy signed by the Shareholder or persons duly authorised to represent the Shareholder, and a copy of the proxy's valid identity card, passport or other official identity document; if the proxy is not a natural person − a valid copy of its entry in the relevant register confirming the authority of a natural person (natural persons) to represent the proxy and a copy of the identity card(s) or passport(s) of the natural person(s) duly authorised to represent the proxy, subject to Section 2.1(b) above;
e) for foreign entities domiciled in jurisdictions which do not maintain relevant registers – in lieu of a copy of the entity's entry in such register, a copy of a document confirming the existence of the entity and the right of its representative(s) to represent it, subject to the other relevant requirements above.

The documents referred to above should be submitted in the same form as the request they accompany (in writing or as scanned copies saved as PDF files).

The Company shall have the right to take appropriate steps to identify the Shareholder or Shareholders and verify the validity of the documents received.

The Management Board shall promptly, but in any case no later than 18 (eighteen) days prior to the scheduled date of the General Meeting, i.e. no later than on 6 September 2024, announce any amendments made to the agenda at the request of a Shareholder or Shareholders.

Such announcement shall be made in the same manner as the notice of the General Meeting is announced.

2.2. **The right of a Shareholder to propose draft resolutions on items placed or to be placed on the agenda prior to the scheduled date of the General Meeting:**

A Shareholder or Shareholders representing at least 1/20 (one-twentieth) of the Company's share capital may submit, prior to the scheduled date of the Annual General Meeting, draft resolutions on items placed or intended to be placed on the Meeting's agenda.
Such submission may be made in writing or in electronic form (to wza@mercor.com.pl).
Draft resolutions should be drawn up in the Polish language, in the form of PDF files.

During the General Meeting, each shareholder eligible to attend it may propose draft resolutions on the items placed in its agenda. Such draft resolutions should be in the Polish language.

The Company shall promptly publish draft resolutions on its website (https://mercor.com.pl).

2.3. **Shareholder's right to propose draft resolutions concerning matters placed on the agenda during a General Meeting**:

During the General Meeting, each shareholder may propose draft resolutions on the items placed in its agenda. Such draft resolutions should be drawn up in the Polish language.

In connection with the Company's statement of compliance with Best Practice for GPW Listed Companies 2021 ("Best Practice 2021") (see: https://www.mercor.com.pl), the Company recommends that Shareholders submit draft resolutions on items placed on the agenda of the General Meeting no later than 3 (three) days prior to the General Meeting (cf. Principle 4.8 et seq. of Best Practice 2021).

2.4. **Shareholder's right to ask questions concerning items placed on the agenda**:

At the General Meeting, every Shareholder may ask questions concerning the items placed on the agenda.

3. Exercise of voting rights by proxy:

3.1. **General rules for the exercise of voting rights by proxy**:

A Shareholder who is a natural person may attend and exercise voting rights at the General Meeting in person or through a proxy.
A Shareholder other than a natural person may attend and exercise voting rights at the General Meeting either through the Shareholder's representative duly authorised to effectively act and sign for the Shareholder or through a proxy.
A power of proxy or a revocation of power of proxy shall be made in writing or in electronic form.

A power of proxy granted in electronic form does not require a secure digital signature verifiable with a valid qualified certificate in order to be effective.

The grant (or revocation) of a power of proxy in electronic form shall be notified to the Company by sending an email to the Company's email address: wza@mercor.com.pl.
Information on granting power of proxy should include the proxy's and the principal's details (full name, PESEL (Personal Identification Number) if applicable, personal ID card or passport number, permanent or present address of residence, telephone number, email or company's address, registered office, registered address, registry body, entry number in the relevant register, etc.).
The power of proxy in electronic form should be contained in a separate document signed by a Shareholder or an authorised representative of the Shareholder, sent in the form pf a scanned copy (PDF) to the Company's email address: wza@mercor.com.pl.
At the same time, the power of proxy should specify its scope, i.e., the number of voting rights to be exercised.
If a power of proxy is granted in writing, the proxy shall leave the original of the power-of-proxy instrument with the Company.

In order for the Company to identify the Shareholder (principal) and its proxy, the following documents should be attached to the document confirming the granting of the power of proxy:

a) for natural persons – copies of their identity documents, i.e., personal ID cards or passports or any other documents enabling identification of the Shareholder(s) (with each such copy to only show such details as are necessary for the proper identification of the Shareholder(s), i.e. their full name, series and number of their personal ID card, passport or other document, their Personal Identification Number (PESEL) if applicable, the date of issue and expiry of the document – with any other details anonymised) – please note that for the sake of security it is recommended that the documents made available to the Company be crossed out with a diagonal line in such a way that the Company is able to identify the required details and that the documents be marked with a note specifying the purpose of making them available to the Company, that is participation in the Annual General Meeting of MERCOR S.A.;
b) for entities other than natural persons – a copy of the entity's up-to-date entry in the relevant register or a printout of up-to-date information on the entity as entered in the National Court Register pursuant to Art. 4.4aa of the Act on the National Court Register of 20 August 1997 (consolidated text: Dz.U. of 2024, item 979) or other document confirming the existence of the Shareholder and the right of its proxy to represent the Shareholder, together with copies of the personal ID card, copies of passport pages enabling identification of such persons or copies of other official document confirming the identity of the representative(s) authorised to represent the Shareholder – to the extent and in the manner specified in item 3.1(a);
c) for foreign entities domiciled in jurisdictions which do not maintain relevant registers – in lieu of a copy of the entity's entry in such register, a copy of a document confirming the existence of the entity and the right of its representative(s) to represent it;
d) for a proxy who is a natural person – a copy (scan) of the personal ID card, the passport pages which enable the identification of such person or other official

document confirming the identity of the proxy – to the extent and in the manner specified in item 3.1(a);

e) for proxies other than natural persons – a copy of the proxy's up-to-date entry in the relevant register or a printout of up-to-date information on the proxy as entered in the National Court Register pursuant to Art. 4.4aa of the Act on the National Court Register of 20 August 1997 (consolidated text: Dz.U. of 2024, item 979) or other document confirming the existence of the Shareholder and the right of its proxy to represent the Shareholder, together with copies of the personal ID card, copies of passport pages enabling identification of such persons or copies of other official document confirming the identity of the representative(s) authorised to represent the Shareholder – to the extent and in the manner specified in item 3.1(a).

In order to confirm the validity of a power of proxy granted in electronic form, the Company shall take appropriate measures to identify the Shareholder and the proxy. Such measures should be commensurate with the purpose they serve.
In particular, the Company may make contact by telephone, calling the number indicated by the Shareholder, or via a return email, to verify the fact that the power of proxy has been granted in electronic form.

Upon taking attendance at the General Meeting, Shareholders and proxies shall produce their valid personal ID cards, passports or other documents enabling their identification.
Persons acting on behalf of legal persons or partnerships shall present valid excerpts from relevant registers specifying persons authorised to represent the legal persons or partnerships.

A proxy may exercise all shareholder rights at the General Meeting unless their power of proxy states otherwise. A proxy may appoint substitutes if permitted to do so under their power of proxy.
A proxy may represent multiple Shareholders and vote the shares of each Shareholder differently.
A Shareholder whose shares are registered in more than one securities account may appoint a different proxy to exercise the rights attached to shares registered in each account.

Members of the Management Board and Company employees may act as Shareholder proxies at the General Meeting.
A member of the Company's Management Board or Supervisory Board, a Company employee, or a member of a governing body or employee of a subsidiary of the Company may only be granted a power of proxy to represent the Shareholder at a specific General Meeting as indicated in the power-of-proxy instrument. Such proxy shall disclose to the Shareholder any circumstances giving rise to an actual or potential conflict of interest.

Proxy voting forms shall be available from the Company's website at https://www.mercor.com.pl/ from the date of this AGM Notice.
The use of a proxy voting form is optional.
The Company shall not check whether proxies vote in accordance with the instructions received from the Shareholders who appointed them.

The grant or revocation of a power of proxy in electronic form shall be notified **no later than by 9:00 am** on the scheduled date of the Annual General Meeting.

4. Attending the Annual General Meeting by electronic means of communication:

The Company does not provide for an option to attend the Annual General Meeting by electronic means of communication.

5. Speaking at the Annual General Meeting using electronic means of communication:

The Company does not provide for an option to speak at the Annual General Meeting using electronic means of communication.

6. Exercising voting rights by postal ballot or by means of electronic communication:

The Company does not provide for an option to exercise voting rights at the Annual General Meeting by postal ballot or by means of electronic communication.

7. Record date for attending the Annual General Meeting:

The record date for attending the General Meeting as defined in Art. 406^{1}.1 of the Commercial Companies Code shall be **8 September 2024** (the "**Record Date**").

8. Eligibility to attend the Annual General Meeting:

Pursuant to Art. 406^{1}.1 of the Commercial Companies Code, only persons who are Company Shareholders as at the Record Date shall be eligible to attend the General Meeting.
A holder of rights carried by book-entry bearer shares may, no earlier than after the release of this Annual General Meeting Notice and no later than on the first weekday following the Record Date, request that the entity maintaining the securities account in which the shares are registered issue a certificate to the holder's name confirming the holder's eligibility to attend the General Meeting.
Shareholders are recommended to collect the certificates confirming their right to attend the General Meeting and to possess them at the Meeting.

9. List of eligible shareholders:

The entity operating the securities depository shall prepare, in accordance with the applicable laws and regulations governing trading in financial instruments, such records as are referred to in Art. 406^{3}.6 of the Commercial Companies Code.
The records shall be made available to the Company no later than one week before the scheduled date of the General Meeting (Art. 406^{3}.6 of the Commercial Companies Code).

Pursuant to Art. 407.1 of the Commercial Companies Code, the list of Shareholders eligible to attend the Annual General Meeting shall be available for inspection in room **08** in the Company's office building **B** at ul. Kościuszki 124, 80-427 Gdańsk, Poland, which is situated right next to the Company's office building **A** at ul. Grzegorza z Sanoka 2, 80-408 Gdańsk, Poland (the Company's registered office address) on the 3 (three) weekdays immediately preceding the scheduled date of the General Meeting, i.e. on **19 September 2024** (8:00 am – 2:45 pm), **20 September 2024** (7:30 am – 12:00 pm (noon)), **and 23 September 2024** (8:00 am – 2:45 pm).
A Shareholder may send, to the Company's email address specified in this Notice, a request that the list of Shareholders eligible to attend the General Meeting be delivered to the Shareholder free of charge by email to an address indicated by the Shareholder.

10. Access to documents:

Documents to be presented to the General Meeting and draft resolutions shall be posted on the Company's website at https://mercor.com.pl.
All information concerning the General Meeting shall be available on the Company's website at https://mercor.com.pl, in the Investor Relations section.

11. General Meeting broadcast:
The General Meeting shall be recorded and broadcast online in real time in Polish.

12. The Privacy Notice shall be made available to Shareholders together with this AGM Notice.

MERCOR S.A. Management Board

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Krzysztof Krempeć **President of the Management Board**	**Jakub Lipiński** **First Vice President of the Management Board**	**Tomasz Kamiński** **Member of the Management Board**