

Contribution of organised part of business to subsidiary

Current Report No. 14/2025

Date: 1 April 2025

Time: 7:27 pm

The Management Board of MERCOR S.A. (the "**Company**"), further to Current Report No. 59/2024 of 25 November 2024 announcing the execution of transaction documents for divestment of assets of the Company and its subsidiaries and delayed disclosure of inside information, and Current Report No. 8/2025 of 6 February 2025 announcing the publication of resolutions passed by the Company's Extraordinary General Meeting of 6 February 2025 (the "**EGM**"), to which is attached the EGM Resolution No. 5 of 6 February 2025 approving the disposal of an organised part of the Company's business in the form of:

- 1) natural smoke exhaust activities, consisting in the provision of advisory services, development of engineering designs, acquisition of customers, tendering for contracts, manufacture, sale of products and services, installation, maintenance and after-sales support related to complex lighting solutions and natural smoke exhaust systems, along with functions allocated thereto, i.e., the design, marketing, tendering, domestic and foreign sales, manufacturing, installation and maintenance functions, separated within the Company's organisational structures by the Management Board Resolution No. 8/2024 of 18 July 2024 (the "**Natural Smoke Exhaust Division**"); and
- 2) fire ventilation activities, consisting in the provision of advisory services, development of engineering designs, acquisition of customers, tendering for contracts, manufacture, sale of products and services, installation, maintenance and after-sales support related to complex fire ventilation systems and facilities, along with functions allocated thereto, i.e. the design, tendering, domestic and foreign sales, manufacturing, installation, maintenance and marketing functions, separated within the Company's organisational structures by the Management Board Resolution No. 8/2024 of 18 July 2024 (the "**Fire Ventilation Division**");

announces that on 1 April 2025, by executing an agreement on the transfer of shares, loan receivables and organised parts of the business, the Company transferred the Natural Smoke Exhaust Division and the Fire Ventilation Division (jointly: the "**In-Kind Contribution**") as an in-kind contribution to its subsidiary Mercor Light&Vent spółka z ograniczoną odpowiedzialnością of Gdańsk, entered in the Business Register of the National Court Register under No. KRS 0001107620 ("**Mercor Light&Vent**") as payment for newly issued shares in the increased share capital of Mercor Light&Vent.

In exchange for the In-Kind Contribution, on 1 April 2025, the Company subscribed for 553,975 new shares, with a total par value of PLN 27,698,750 (twenty-seven million, six hundred and ninety-eight thousand, seven hundred and fifty), in the share capital of Mercor Light&Vent.

The In-Kind Contribution was made as part of the process of separating the Company's assets involved in the manufacture and sale of comprehensive natural smoke exhaust systems and the manufacture and sale of comprehensive fire ventilation systems, announced by the Company in Current Report No. 59/2024 of 25 November 2024.

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