INVITATION TO TENDER SHARES
in mcr S.A.

(a joint-stock company (*spółka akcyjna*) with its registered office in Gdańsk, entered in the Business Register of the National Court Register by the District Court for Gdańsk-Północ in Gdańsk, 7th Commercial Division of the National Court Register, under No. 0000217729)

This invitation to tender shares in mcr S.A. of Gdańsk (the "**Company**") (the "**Invitation"**), as published on 9 January 2026, relates to the Company's intended buyback of own shares pursuant to Resolution No. 5 of the Extraordinary General Meeting of mcr Spółka Akcyjna of 7 January 2026 to authorise the Management Board to acquire Company shares (the "**Authorising Resolution**") and pursuant to Resolution No. 1/2026 of the Management Board of 7 January 2026 to commence the buyback of shares in mcr S.A. through the publication of an Invitation setting out its detailed terms and conditions (the "Initiating Resolution").

Any Company shares that are bought back under this Invitation shall be cancelled.

The buyback shall be conducted on the terms set out herein. Capitalised terms not otherwise defined in this Invitation shall have the respective meanings given to them in Section 14.

1. Shares Covered

This Invitation covers up to 6,279,069 (six million two hundred and seventy-nine thousand and sixty-nine) book-entry ordinary bearer shares in the Company, each with a par value of PLN 0.25 (twenty-five grosz), registered with the CSDP under ISIN PLMRCOR00016, admitted to trading on the regulated market operated by the WSE and representing, as at the date hereof, approximately 40.98% of the Company's share capital and approximately 40.98% of the total voting rights at its General Meeting (the "**Shares**").

2. Quantity of Treasury Shares as at the Date Hereof and Quantity of Own Shares the Company Wishes to Buy Back Hereunder

Pursuant to the Authorising Resolution and the Initiating Resolution, the Company intends to buy back under this Invitation not more than 6,279,069 (six million two hundred and seventy-nine thousand and sixty-nine) own shares, it being understood that the final number of Shares to be bought back (not exceeding the said limit) shall be determined by the Management Board no later than 19 January 2026 (the "**Buyback Shares**"). The Authorising Resolution grants the Management Board the authority to buy back Company shares for a period ending 27 January 2026 or the date the funds allocated for the buyback are exhausted, whichever is earlier.

As at the date hereof, the Company holds 21,114 shares in treasury. In principle, the Company does not exercise any membership rights attached to treasury shares (Article 364(2) of the Commercial Companies Code of 15 September 2000, consolidated text: Dz.U. of 2024, item 18, as amended).

3. Buyback Price

Shares shall be bought back at a price of **PLN 21.50** (twenty-one złoty and fifty grosz) per Share (the "**Buyback Price**").

4. Entity Designated to Act as an Intermediary in the Execution and Settlement of the Buyback under this Invitation

The entity designated to act as an intermediary in the execution and settlement of the buyback hereunder shall be

Santander Bank Polska S.A. – Santander Biuro Maklerskie
al. Jana Pawła II 17, 00-854 Warsaw,
tel. +48 (61) 856 44 44
fax +48 (61) 856 47 70
https://www.santander.pl/inwestor, bm.sekretariat@santander.pl
(**the "Brokerage House"**)

5. Timetable

Publication of this Invitation:	9 January 2026
Opening of Tender Acceptance Period:	13 January 2026
Close of Tender Acceptance Period:	16 January 2026
Determination of the final number of Buyback Shares, acceptance of Tenders, and any scaling:	19 January 2026
Expected date of settlement and acquisition of Shares:	21 January 2026

The final number of Buyback Shares and any scaling shall be announced by way of a current report and on the Company's corporate website (https://mcrsa.pl).

The Company reserves the right to withdraw this Invitation at any time before or after commencement of the Tender Acceptance Period, and to modify any time limits that have not yet expired. This Invitation may be withdrawn in particular in the circumstances described in Section 8. The notice of such withdrawal or of any modification to the time limits set out herein shall be announced by way of a current report, on the Company's corporate website (https://mcrsa.pl) and on the Brokerage House's website (https://www.santander.pl/inwestor).

6. Eligibility to Tender Shares

All Shareholders shall be eligible to tender Shares under this Invitation.

Shares that are so tendered must be free from any Encumbrances.

7. Tendering Procedure

Prior to tendering their Shares, Shareholders are encouraged to learn the terms of service, policies and procedures and other relevant rules and regulations of the Investment Firms and Custodians maintaining the securities accounts in which their Shares are held to the extent that these documents govern the execution of securities transactions in response to this Invitation, issuance of depositary certificates and locking up Shares and releasing such lock-ups, with particular attention paid to the time limits applied by the relevant Investment Firm or Custodian and the fees charged by them for such services.

Shareholders holding Shares in securities accounts maintained by an Investment Firm should submit thereto a completed Tender form in duplicate (one copy for the Shareholder and one for the Investment Firm), accompanied by an instruction to lock up the Shares and an irrevocable instruction to issue a settlement order in respect of the Company, in accordance with the relevant policies and procedures of the Investment Firm.

Shareholders may submit any number of Tenders during the Tender Acceptance Period.

The rules for confirming the identity of a Shareholder submitting a Tender and the procedure for accepting Tenders shall be determined by the accepting entity.

Tenders may also be submitted by electronic means or by telephone to the Brokerage House or to an Investment Firm by their clients, provided that this is permitted under their terms of service and that the Brokerage House or the Investment Firm, as appropriate, is duly authorised to issue Tenders in writing on the basis of electronic or telephone instructions received from the client. Electronic or telephone Tenders may be submitted during the hours specified in the terms of service of the Brokerage House or the relevant Investment Firm accepting Tenders.

Shareholders whose shares in the Company are held in a brokerage account maintained by an Investment Firm should contact that Investment Firm to confirm the procedure, hours and locations for acceptance of Tenders.

Shareholders holding Shares in a securities account maintained by a Custodian should:

a) submit to the Custodian an instruction to lock up the Shares and issue a depositary certificate in respect of those Shares, accompanied by an irrevocable instruction to issue a settlement order in respect of the Company at the Buyback Price, in accordance with the relevant policies and procedures of the Custodian; and

b) submit to the Investment Firm with which the Shareholder has an agreement for the reception and transmission of orders the original depositary certificate issued by the Custodian maintaining the Shareholder's securities account, confirming that the Shares have been locked up until and including the date of settlement of the transaction executed under this Invitation and that an irrevocable instruction to issue a settlement order at the Buyback Price has been given to the Custodian, together with a completed Tender form in duplicate.

Shareholders whose shares are held in a Custodian account, or persons duly authorised to act on their behalf, may submit a Tender in hard copy to Santander Bank Polska S.A. – Santander Biuro Maklerskie at the following address: Santander Bank Polska S.A. – Santander Biuro Maklerskie, Institutional Sales Support Team, The Bridge, Plac Europejski 3A (27th floor, 00-844 Warsaw, between 09:00 and 16:00 CET, provided they have entered into an agreement with the Brokerage House for the reception and transmission of orders.

The Shareholders referred to in the preceding paragraph who sign the completed Tender form with a safe electronic signature verifiable with a valid qualified certificate and attach a depositary certificate also signed with such signature may submit a Tender to the Brokerage House by sending the documents to the following e-mail addresses: OPS@santander.pl and magdalena.abramowska@santander.pl.

A Tender submitted by a Shareholder (being a client of a Custodian) must be for a number of Shares not exceeding that indicated on the depositary certificate accompanying the Tender. If the number of Shares specified in the Tender exceeds that indicated on the depositary certificate, the Tender shall be rejected. Shareholders may submit any number of Tenders during the Tender Acceptance Period, ensuring that each is accompanied by a relevant depositary certificate.

A representative or other authorised agent of a Shareholder that is a legal entity or an unincorporated organisation holding Shares in a Custodian account shall, when submitting a Tender, present an extract from the relevant register of the jurisdiction where the Shareholder is domiciled (or other official document) showing the Shareholder's details, in particular its legal form, the rules of its representation, and the names of the persons authorised to represent it. Unless otherwise provided by law or by an international treaty to which the Republic of Poland is a party, the extract or other official document, as appropriate, should be apostilled or be legalised by a Polish diplomatic mission or consular office and translated into Polish by a sworn translator. In the event of any doubt as to the authority of the person submitting the Tender on behalf of a Shareholder, the Brokerage House or the Investment Firm shall make a final acceptance or rejection decision and shall promptly notify it to the person submitting the Tender. A rejected Tender shall be treated as having never been submitted.

A Shareholder may tender more Company shares than the number of Shares covered by this Invitation.

A Tender must be unconditional, irrevocable and unqualified. Each submitted Tender shall be binding on the person submitting it until the buyback conducted under this Invitation is settled or the Company withdraws this Invitation. All consequences of an improper submission of a Tender, including it being deemed invalid, shall be borne by the Shareholder (being a client of the Custodian).

The Investment Firm shall notify the Brokerage House of each Tender submitted by a Shareholder in accordance with the "Procedure for the Execution of Transactions under the Invitation to Tender Shares in mcr Spółka Akcyjna" as provided to the Investment Firm by the Brokerage House, provided that only shares that are unencumbered, not locked up and recorded in the Shareholder's securities account may be tendered, and that the Investment Firm, in compliance with its internal policies and procedures, takes steps to ensure that the shares tendered may not be used by the Shareholder or by the Investment Firm for any purpose other than settlement of the buyback.

Neither the Brokerage House nor the Company accepts any liability towards the Shareholder for any loss or damage arising from an Investment Firm's failure to notify a submitted Tender to the Brokerage House.

When submitting a Tender through an authorised agent, the Shareholder should learn the rules on acting through proxies in place at the Investment Firm or Custodian with which their shares are held.

Custodians submitting a Tender on behalf of their clients to the Brokerage House may, in lieu of a relevant PoA, submit a declaration to the effect that they hold the requisite authority and have been instructed to submit the Tender. A form of such declaration shall be provided to Custodians.

To standardise the Tender documentation, a full set of relevant forms shall be provided by the Brokerage House to CSDP members that provide securities accounts.

Neither the Company nor the Brokerage House accepts any liability for failure to act on (accept) Tenders that are received by the Brokerage House or an Investment Firm maintaining the Shareholder's brokerage account or accepting Tenders from a Custodian's clients before the opening or after the close of the Tender Acceptance Period, or Tenders that are submitted incorrectly or without the required documents, in particular the depositary certificate.

8. Withdrawal of this Invitation

The Company reserves the right to withdraw this Invitation at any time before or after the opening of the Tender Acceptance Period. In particular, the Company may withdraw this Invitation if another party announces a tender offer for shares in the Company or if, in the Company's view, the buyback would not serve the purposes, objectives or intentions set out in this Invitation.

In the event of withdrawal of this Invitation, the Company shall not be liable for reimbursement of any costs incurred by Shareholders, their proxies or legal representatives in connection with submitting a Tender or taking any other measures required to do so, nor for the payment of any damages.

The notice of withdrawal shall be announced by way of a current report, on the Company's corporate website (https://mcrsa.pl) and on the Brokerage House's website (https://www.santander.pl/inwestor).

9. Buyback of Shares from Shareholders and Scale-down

A Shareholder may tender more shares than the number of Shares covered by this Invitation; in particular, a Shareholder may tender all Company shares they hold.

Where the aggregate number of Shares covered by Tenders accepted by the Company is equal to or less than the ultimate number of Buyback Shares, the Company shall buy back all such Shares.

Where the aggregate number of Shares covered by Tenders submitted during the Tender Acceptance Period and accepted by the Company exceeds the ultimate number of Buyback Shares, the Company shall buy back such Shares subject to a pro rata scale-down. Any fractions of a Share resulting from pro rata scaling shall be rounded down to the nearest whole number so that the aggregate number of Shares that are ultimately bought back equals the number of Buyback Shares, subject to the requirement of equal treatment of all Shareholders.

Any Shares remaining after such rounding (i.e. the Shares representing the difference between the number of Buyback Shares determined by the Company and the aggregate number of Shares covered by the scaled and rounded Tenders) shall be allocated to Tenders one Share at a time, in descending order from the largest to the smallest Tenders, until the full number of Buyback Shares has been allocated. Where two or more Tenders are for the same number of Shares, the Management Board shall allocate Shares in the order in which the Tenders were submitted, starting with the earliest one.

The Company shall exclusively accept Tenders submitted in accordance with the terms and conditions set out herein. In particular, the Company shall not accept Tenders submitted using an incorrectly completed Tender form or without the required documents, including the depositary certificate (where required) confirming that the Shares have been locked up and that an irrevocable instruction to issue a settlement order has been given.

Transfer of title to the Shares from the Shareholders to the Company shall be effected off-market and settled through the CSDP depository and settlement system. The Brokerage House shall act as the settlement agent.

10. Payment of the Buyback Price

The Buyback Price adequate to the number of Shares acquired from each Shareholder in accordance with Section 9 shall be settled by the Company in cash and paid in the Polish złoty. The amount payable to each Shareholder, being the product of the final number of Shares acquired from that Shareholder and the Buyback Price, may be reduced by any commission and other fees charged by the Brokerage House, Custodian or Investment Firm issuing the settlement order, in accordance with their fees and commissions schedules.

11. Legal Status of this Invitation

This Invitation does not constitute a tender offer for the sale or exchange of shares within the meaning of Articles 72a, 73 et seq. of the Public Offering Act. In particular, Articles 77–77h and 79–79f of the Public Offering Act do not apply to this Invitation, nor do the provisions of the Documentation Regulation. This Invitation also does not constitute an offer within the meaning of Article 66 of the Civil Code.

This document does not require approval by, or filing with, the Polish Financial Supervision Authority or any other authority. Any Shareholder responding to this Invitation shall bear all legal, financial and tax consequences of any investment decisions taken.

This document does not constitute an offer to purchase, nor does it solicit the sale of, any securities in any jurisdiction where such offer or solicitation would be unlawful or would require any clearance, filing, notification or registration.

This document does not constitute investment, legal or tax advice. In connection with this Invitation, Shareholders are encouraged to seek advice from their investment, legal or tax advisers.

The contents of this Invitation were made public by the Company on the date of publication by way of a current report. The contents of this Invitation are also available on the Company's corporate website (https://mcrsa.pl) and on the Brokerage House's website (https://www.santander.pl/inwestor).

For more details on the procedure for submitting Tenders in response to this Invitation, please contact the Brokerage House by telephone at +48 691 510 168 or Investment Firms and Custodians that are CSDP members.

This Invitation may be acted upon only in the Republic of Poland. Outside the Republic of Poland, this Invitation may not be relied upon as a basis for taking any action described herein.

12. Taxation

Shareholders should note that the sale of Shares to the Company may entail tax liability. Accordingly, Shareholders are advised to seek advice in their individual circumstances from a tax, financial or legal adviser or to obtain an official ruling from the competent authorities. Neither the Company nor the Brokerage House accepts any liability for tax costs incurred by a Shareholder or for the cost of engaging a tax, financial or legal adviser.

13. Santander Bank Polska S.A. Privacy Notice

Pursuant to Articles 13(1) and (2) and 14(1) and (2) of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (the "**GDPR**"), effective from 25 May 2018, we hereby inform you of the manner in which we process your personal data ("**data**"), the purposes of such processing, and of your rights as a data subject.

A. Who is responsible for data processing and how you can contact them

The controllers of data of Shareholders submitting Tenders to Investment Firms that maintain those Shareholders' securities accounts or accept Tenders from clients of Custodians with which they have agreements for the reception and transmission of securities orders are the respective Investment Firms.
The controller of data of Shareholders whose Tenders are accepted by the Brokerage House is Santander Bank Polska S.A. of Warsaw (the "**Bank**").

The Bank has appointed a data protection officer, who may be contacted in writing at: Santander Bank Polska S.A., ul. Kolorowa 10, 60-198 Poznań (with any written notice or communication marked FAO: Data Protection Officer), or by e-mail at: iod@santander.pl. The data protection officer may be contacted in all matters relating to the processing of personal data and the exercise of data subjects' rights.

B. Why your data is processed and lawful bases for such processing

The Bank processes your data in accordance with the GDPR and Polish data-protection legislation. Data is processed:

- for compliance with the legal obligations of Santander Bank Polska S.A. – Santander Biuro Maklerskie as an entity conducting brokerage activities (Article 6(1)(c) GDPR), including:
  - obligations arising under the Act of 29 July 2005 on Trading in Financial Instruments and regulations referred to therein;
  - reporting obligations under Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012 (“**MiFIR**”);

  to safeguard the legitimate interests of the Bank (Article 6(1)(f) GDPR). This includes, for example, processing data of persons acting on behalf of clients, crime prevention, IT security, and pursuing and defending against legal claims.

Provision of data by Shareholders is required for effecting their Tenders, is mandated by the legislation referred to above, or is necessary to safeguard the Bank’s legitimate interests as referred to above. If you do not provide the Brokerage House with the necessary data, it will be unable to process your Tender.

C. Data recipients

Data may be disclosed to other recipients if required to ensure compliance with a legal obligation of the Bank or to safeguard its legitimate interests. Such recipients may include:

a. mcr S.A. and its authorised employees;
b. public authorities, including the Polish Financial Supervision Authority;
c. entities involved in the effecting of Tenders, including those maintaining Shareholders’ securities accounts;
d. entities entitled to receive information subject to professional secrecy under the Act on Trading in Financial Instruments and other legislation;
e. entities processing data on behalf of the Bank and their authorised employees, with such processing to be conducted exclusively under a relevant agreement with the Bank and in accordance with the Bank’s instructions.

D. Data processing and storage periods

Your personal data will be processed for as long as necessary to achieve the purposes of the processing as specified in Section B, i.e.:

- where data is processed for compliance with legal obligations of Santander Bank Polska S.A. – Santander Biuro Maklerskie arising in connection with its business activities – until such time as the Bank has fulfilled these obligations;
- where data is processed to safeguard the Bank's legitimate interests – until the Bank's legitimate interests have been fulfilled or until you object to such processing, unless there are legitimate grounds for continued processing.

E. Rights of Shareholders as data subjects

- the right of access to personal data, including the right to obtain a copy thereof, under Article 15 GDPR;
- the right to rectification where data is inaccurate or incomplete, under Article 16 GDPR;
- the right to erasure (“right to be forgotten”) under Article 17 GDPR;
- the right to restriction of processing under Article 18 GDPR;
- the right to data portability under Article 20 GDPR;
- the right to object under Article 21 GDPR;
- the right to lodge a complaint with the supervisory authority (in Poland, the President of the Personal Data Protection Office) if you consider that processing of your data infringes the GDPR.

F. Source of Data

Where a Tender is submitted through a representative or other authorised agent, the source of data is the person submitting the Tender on behalf of the Shareholder.

G. Categories of Data Processed

The scope of your data that we process is limited to the data you provide in the Tender form.

14. Definitions and Abbreviations

In addition to terms defined elsewhere in this Invitation, the following capitalised terms shall have the respective meanings as set out below:

Shareholder	A natural person, legal entity or unincorporated organisation that is a shareholder in the Company.
Custodian	A custodian bank within the meaning of the Act on Trading in Financial Instruments.
Investment Firm	An investment firm within the meaning of the Act on Trading in Financial Instruments.
WSE	Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange).
CSDP	Krajowy Depozyt Papierów Wartościowych S.A. (Central Securities Depository of Poland).
Encumbrances	An ordinary pledge, tax lien, registered pledge, or financial pledge, attachment of assets applied in enforcement or injunction proceedings, option, right of first refusal, pre-emption right or any other right, charge or restriction of a proprietary or contractual nature in favour of third parties.
Tender	A tender of Shares submitted to the Company by a Shareholder in response to this Invitation.
Documentation Regulation	The Regulation of the Minister of Finance of 23 May 2022 on pro forma tender offer documents for the sale or exchange of shares in a public company, the procedure for submitting and accepting subscriptions in a tender offer and the permitted types of security interests (Dz.U. of 2022, item 1134).
Act on Trading in Financial Instruments	The Act of 29 July 2005 on Trading in Financial Instruments (consolidated text: Dz.U. of 2024, item 722).
Public Offering Act	The Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (consolidated text: Dz.U. of 2025, item 592, as amended).

mcr S.A.

SANTANDER BANK POLSKA S.A.
- SANTANDER BIURO MAKLERSKIE

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Jakub Lipiński – First Vice President of the Management Board

Adam Musiał – Attorney-in-Fact

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Beata Wielgosik – Commercial Proxy

Bartosz Redlicki – Attorney-in-Fact