NOTICE BY THE MANAGEMENT BOARD
of mcr S.A. of Gdańsk
OF CONVENING AN EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 7 JANUARY 2026
(this "**Notice**")

The Management Board of mcr S.A. with its registered office in Gdańsk at ul. Juliusza Słowackiego 224, 80-298 Gdańsk, Poland, entered in the Business Register of the National Court Register under KRS No. 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 3,830,140.00 (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 "**mcr S.A.**"), acting pursuant to Article 398, Article 399.1, Article 402^1 et seq. of the Polish Commercial Companies Code (the "**Commercial Companies Code**") as well as Article 8.1 of the Company's Articles of Association, hereby **convenes an Extraordinary General Meeting** to be held on **7 January 2026** at **11:00 am** (scheduled commencement) at the Company's registered office in Gdańsk, **ul. Juliusza Słowackiego 224, 80-298 Gdańsk, large conference room** (the "**General Meeting**", the "**Extraordinary General Meeting**", or the "**EGM**") – (ALPHA building).

Agenda of the Extraordinary General Meeting
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
7. Voting on a resolution to: (i) approve the buyback of Company shares for cancellation, (ii) specify the amounts allocated for the buyback, (iii) define the buyback rules, and (iv) authorise the Management Board to take steps related to the buyback
8. Voting on a resolution to adjourn the Extraordinary General Meeting
9. Voting on a resolution to cancel Company shares held in treasury
10. Voting on a resolution to reduce the Company's share capital and make a relevant amendment to the Company's Articles of Association
11. Closing of the General Meeting.

Acting pursuant to Article 402^2 of the Commercial Companies Code, the Company presents below further information on the shareholders' attendance at the Extraordinary General Meeting:

1. **Electronic communication between Shareholders and the Company in connection with the Extraordinary 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@mcrsa.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 EGM 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 17 December 2025.

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 registered mail to the Company's address with a return receipt requested).

Registered address of mcr S.A.: ul. Juliusza Słowackiego 224, 80-298 Gdańsk, Poland.

Email address: wza@mcrsa.pl

Whether a request was sent by the required deadline will be determined based on the date and time of its receipt by the Company, and in the case of requests sent by electronic mail – based on the date and time of entry of the message or document in the Company's electronic mail system.

The request should be accompanied by documents confirming the identity of the Shareholder, 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 Shareholders being natural persons – copies of their valid identity documents, i.e. identity cards or passports or any other documents enabling their identification (with each such copy to only show such details as are necessary for the proper identification of the Shareholder, i.e. his or her full name, the number of the identity card, passport or other document, as appropriate, his or her Personal Identification Number

(PESEL), if applicable, and 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 Extraordinary General Meeting;

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 Article 4.4aa of the Act on the National Court Register of 20 August 1997 (consolidated text: Dz.U. of 2025, item 869) 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 the instructions provided in item 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 Extraordinary General Meeting, i.e. no later than on 20 December 2025, 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 is prescribed for convening the General Meeting.

2.2. **The right of a Shareholder to propose draft resolutions concerning 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 Extraordinary General Meeting, draft resolutions concerning items placed or intended to be placed on the agenda of the General Meeting.

Such submission may be made in writing or in electronic form (to wza@mcrsa.pl).
Draft resolutions should be drawn up in the Polish language, in the form of PDF files.
The Company will promptly publish draft resolutions on its website (https://mcrsa.pl).

In connection with the Company's statement of compliance with the Best Practice for WSE Listed Companies 2021 ("Best Practice 2021") (see: https://mcrsa.pl), the Company recommends that Shareholders submit draft resolutions concerning 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).

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

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

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

At the General Meeting, every Shareholder may ask questions concerning 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 should be notified to the Company by sending an email to the Company's email address: wza@mcrsa.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 identity 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 of a scanned copy (PDF) to the Company's email address: wza@mcrsa.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 grant of the power of proxy:

a) for natural persons – copies of their identity documents, i.e. identity cards or passports or any other documents enabling their identification (with each such copy to only show such details as are necessary for the proper identification of the Shareholder, i.e. his or her full name, the number of the identity card, passport or other document, as appropriate, his or her Personal Identification Number (PESEL), if applicable, and 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, additionally, that the documents be marked with a note specifying the purpose of making them available to the Company, that is participation in the Extraordinary General Meeting;
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 Article 4.4aa of the Act on the National Court Register of 20 August 1997 (consolidated text: Dz.U. of 2025, item 869) 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 identity 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 identity card or 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 Article 4.4aa of the Act on the National Court Register of 20 August 1997 (consolidated text: Dz.U. of 2025, item 869) 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 steps to identify the Shareholder and the proxy. Such steps 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 identity 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 this specific General Meeting. 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://mcrsa.pl from the date of this 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 Extraordinary General Meeting.

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

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

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

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

7. **Record date for attending the Extraordinary General Meeting**

The record date for attending the General Meeting as defined in Article 406^1.1 of the Commercial Companies Code shall be **22 December 2025** (the "**Record Date**").

8. **Eligibility to attend the Extraordinary General Meeting**:

Pursuant to Article 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 EGM 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 Article 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.

Pursuant to Article 407.1 of the Commercial Companies Code, the list of shareholders eligible to attend the Extraordinary General Meeting shall be displayed at the Company's office in Gdańsk located at ul. Juliusza Słowackiego 224, 80-298 Gdańsk, in the legal department room, on the 3 (three) weekdays immediately preceding the scheduled date of the General Meeting, i.e. on **31 December 2025, 2 January 2026 and 5 January 2026**, from 8:00 am to 1:00 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://mcrsa.pl.
All information concerning the General Meeting shall be available on the Company's website at https://mcrsa.pl, in the Investor Relations section.

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

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

Management Board of mcr S.A.

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