Resolution No. 1
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
(the "**Company**")
dated 7 January 2026

to appoint Chair of the Extraordinary General Meeting

Section 1

Pursuant to Article 409.1 of the Commercial Companies Code and Section 7 of its Rules of Procedure, the Extraordinary General Meeting hereby resolves to appoint Ms/Mr [---] as Chair of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

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. 2
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
(the "**Company**")
dated 7 January 2026

to abolish the secrecy of voting on the resolution to appoint the ballot counting committee

Section 1

Acting pursuant to Article 420.3 of the Commercial Companies Code, the Extraordinary General Meeting hereby resolves to abolish the secrecy of voting on the resolution to appoint the ballot counting committee for the General Meeting.

Section 2

This Resolution shall take effect upon adoption.

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. 3
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
(the "**Company**")
dated 7 January 2026

to appoint the ballot counting committee

Section 1

The Extraordinary General Meeting hereby appoints the following persons to the ballot counting committee:

1. [---]
2. [---]
3. [---]

Section 2

This Resolution shall take effect upon adoption.

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. 4
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
(the "**Company**")
dated 7 January 2026

to adopt the agenda

Section 1

The Extraordinary General Meeting hereby resolves to adopt the following agenda:

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.

Section 2

This Resolution shall take effect upon adoption.

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. 5
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
dated 7 January 2026

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

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
[approval of the buyback of Company shares for cancellation]

1. The Extraordinary General Meeting hereby approves the buyback of up to 6,279,069 (six million, two hundred and seventy-nine thousand, sixty-nine) fully paid-up bearer shares of all series issued by the Company, with a par value of PLN 0.25 (twenty-five grosz) per share, admitted to trading on the regulated market operated by the Warsaw Stock Exchange and assigned ISIN code PLMRCOR00016 ("**Company Shares**"), in accordance with the procedure and on the terms provided for in this Resolution.

2. Company Shares shall be bought back exclusively for the purpose of their cancellation and reduction of the Company's share capital.

Section 2
[amounts allocated for the buyback]

The Extraordinary General Meeting resolves that:

1. An amount not exceeding PLN 135,000,000.00 (one hundred and thirty-five million złoty) shall be allocated for the buyback of Company Shares pursuant to this Resolution;

2. The amount allocated for the payment of the buyback price (consideration due to shareholders) and for covering the costs of the buyback of Company Shares shall be financed from the Company's equity components other than those referred to in Article 348.1 of the Commercial Companies Code.

Section 3
[determination of the buyback rules]

The Extraordinary General Meeting establishes the following rules for the buyback of Company Shares:

1. Company Shares shall be bought back for the purpose of their voluntary cancellation by way of a reduction of the Company's share capital, pursuant to Article 359.1 and Article 359.2 of the Commercial Companies Code as well as Article 5.4 of the Company's Articles of Association;

2. The total number of Company Shares to be bought back pursuant to this Resolution shall not exceed 6,279,069 (six million, two hundred and seventy-nine thousand, sixty-nine);

3. Company Shares shall be bought back at a uniform price of PLN 21.50 (twenty-one złoty, fifty grosz) per share;

4. Company Shares may be bought back in the period from 8 January 2026 to 27 January 2026, but not longer than until the amount referred to in Section 2.1 of this Resolution is used up;

5. The total buyback price of Company Shares may not exceed the amount specified in Section 2.1 of this Resolution;

6. Buyback transactions shall be carried out by the Management Board so as to ensure that all shareholders have equal rights to sell Company Shares, with due regard to Principle 5.4 of the Best Practice for WSE Listed Companies. The Company shall issue one or more invitations to offer Company Shares for sale. Such invitations shall be addressed to all the Company's shareholders and each shareholder shall have the right to offer Company Shares for sale to the Company;

7. In the event that the number of Company Shares offered by shareholders for sale to the Company in response to the Company's invitations exceeds the total number of Company Shares stated by the Company in the invitations to offer Company Shares for sale, subject to the total number of Company Shares specified in Section 3.2 of this Resolution, the Management Board shall apply a proportional reduction of shareholders' offers, rounding down fractional numbers of Company Shares to the nearest whole number, so that the total number of Company Shares equals the maximum number stated in the invitation, with due regard to the principle of equal treatment of all shareholders;

8. Company Shares remaining after the rounding down referred to in Section 3.7 above (i.e. Company Shares in a number constituting the difference between the number of Company Shares specified in Section 3.2 of this Resolution and the total number of Company Shares covered by the reduced and rounded down sale offers) shall be allocated to the sale offers submitted by shareholders one Company Share at a time, sequentially, starting from the largest and ending with the smallest sale offers, until the full allocation of Company Shares in the number stated in the invitation to offer Company Shares for sale, subject to the total number of Company Shares specified in Section 3.2 of this Resolution;

9. Company Shares shall be bought back through an investment firm, with the Management Board being authorised to select such entity and to determine the terms of its engagement;

10. The buyback of Company Shares shall be settled by way of over-the-counter transactions (including under civil-law agreements), placement of brokerage orders, execution of block trades, execution of transactions outside of organised trading venues, or in any other manner that is legally permissible or practised on the market for transactions concluded outside of a regulated market;

11. Consideration due to shareholders for Company Shares they have offered for sale shall be paid by the Company from the amount specified in Section 2 of this Resolution.

Section 4
[authorisation of the Management Board to take steps related to the buyback]

The Extraordinary General Meeting hereby:

1. authorises the Management Board to adopt detailed rules for the buyback of Company Shares within the limits set out in this Resolution, including detailed terms and conditions of the buyback to the extent not provided for herein;

2. authorises the Management Board to take all practical and legal steps necessary to implement this Resolution, including the conclusion of an agreement with an investment firm concerning the buyback of Company Shares;

3. authorises the Management Board to issue one or more invitations for shareholders to offer Company Shares for sale within the limits and on the basis of this Resolution;

4. authorises the Management Board to withdraw from the implementation of this Resolution and the buyback of Company Shares at any time, also after the start date of the period set for accepting sale offers from shareholders, and to amend any pending dates specified in the invitation(s) to offer Company Shares for sale;

5. obligates the Management Board to conduct the buyback so as to ensure that all shareholders have equal rights to sell Company Shares and that minority rights are observed, subject to the provisions of this Resolution;

6. resolves that the Company shall reimburse expenses and cover compensation payable by persons serving as Members of the Company's Management Board and Members of its Supervisory Board where such persons may be required to make any payments to third parties as a result of obligations arising in connection with the implementation of this Resolution. The Extraordinary General Meeting approves and shall accept all actions necessary for the implementation of this Resolution to be taken by the Management Board and the Supervisory Board;

7. for the purpose of cancelling Company Shares bought back pursuant to this Resolution on completion of the buyback process – obligates the Management Board to convene an Extraordinary General Meeting of the Company with an agenda including at least voting on (a) resolution(s) to cancel Company Shares held in treasury and reduce the Company's share capital.

Section 5

This Resolution shall take effect upon adoption.

Management Board's statement of reasons for draft Resolution No. 5 dated 7 January 2026:

On 1 October 2025, the transaction contemplated in the preliminary agreement for the sale of shares in certain entities within the Company's group holding assets involved in the business of manufacture and sale of comprehensive natural smoke exhaust systems and the manufacture and sale of comprehensive fire ventilation systems, concluded on 22 November 2024 between the Company and Kingspan société responsabilité limitée (the "**Investor**"), a subsidiary of Kingspan Group Plc, (the "**Agreement**") (the "**Transaction**"), was closed.

Under the Agreement, as amended on 1 October 2025, the Investor, Kingspan Holdings Spain S.L.U. and Kingspan Water & Energy sp. z o.o. are obliged to pay to the Company a total amount of PLN 420 million as the maximum consideration for the shares in the Company's subsidiaries being divested in the Transaction (the "**Divestment Companies**"). However, up to PLN 90 million of this amount has been deferred, contingent upon the achievement of a specified consolidated EBITDA threshold generated by the business of the Divestment Companies in the 12 months ending 31 March 2026. The balance of the consideration for the shares in the Divestment Companies was received by the Company on 1 October 2025.

Given that the Company has come to hold significant funds substantially exceeding its working capital requirements, the Management Board intends to distribute proceeds received on the Transaction closing, in an amount not exceeding PLN 135,000,000.00 (one hundred and thirty-five million złoty) (the "**Distribution Amount**"), to the Company's shareholders, in a manner consistent with the principle of equal treatment of all shareholders. In the Management Board's view, holding a substantial amount of cash without a clearly defined purpose for its use in the short or medium term does not optimally serve the goal of building shareholder value. At the same time, due to its limited dividend-paying capacity, the Company is unable to distribute the full Distribution Amount as dividends in 2025.

In view of the above limitations, the Management Board proposes an alternative solution consisting in the buyback of Company shares for voluntary cancellation, in which each shareholder could participate proportionally on equal terms, as set out in Resolution No. 5 of the Extraordinary General Meeting of mcr S.A. of Gdańsk dated 7 January 2026 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.

The proposed buyback of Company shares would be carried out by way of a public invitation or invitations to offer Company shares for sale, to be issued to all shareholders. The buyback price of Company shares would be the same for all shareholders, ensuring respect for the rights of all the Company's shareholders in accordance with the applicable laws and Principle 5.4 of the Best Practice for WSE Listed Companies 2021.

The Management Board believes such buyback to be beneficial for the Company's shareholders, as it would allow them to participate additionally (alongside potential dividends) in the Company's profits. Taking into account the level of the Company's equity and its liquidity position, the Management Board believes that the buyback of Company shares would not generate any risks to the Company's financial position.

Given that the payment of the buyback price 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, the potential cancellation of Company shares and reduction of the Company's share capital would require the prior conduct of a creditors' convocation procedure, as referred to in Article 456 of the Commercial Companies Code.

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. 6
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
dated 7 January 2026

to adjourn the Extraordinary General Meeting

Section 1

1. In connection with the passing of Resolution No. 5 of the Extraordinary General Meeting of mcr S.A. (the "**Company**") dated 7 January 2026 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, and in order to enable its implementation by the Management Board, the Extraordinary General Meeting, acting pursuant to Article 408.2 of the Commercial Companies Code, hereby adjourns the proceedings of the Extraordinary General Meeting.
2. The adjournment is justified by the need for the Management Board to take actions necessary to effect the buyback of Company shares for cancellation and reduction of the Company's share capital.
3. The Extraordinary General Meeting resolves that its proceedings shall be resumed on [●] at [●], and shall be continued at [●], [●].

Section 2

This Resolution shall take effect upon adoption.

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: [---]

Management Board's statement of reasons for draft Resolution No. 6:
In order to enable the Management Board to take actions necessary to effect the buyback of Company shares for cancellation, the Management Board has planned an adjournment of the Extraordinary General Meeting. The proceedings of the Extraordinary General Meeting would be resumed following the adjournment.

Resolution No. 7
of the Extraordinary General Meeting
of mcr S.A. of Gdańsk
dated [●] 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 [●] ([●]) 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 [●] ([●] złoty), 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. [●] of the Extraordinary General Meeting of mcr S.A. dated 7 January 2026, as well as Resolution No. [●] of the Company's Management Board dated [●] 2026. In accordance with these resolutions, the Company decided to buy back [●] ([●]) shares, in the period from 8 January 2026 to 27 January 2026, for the purpose of their 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 mcr S.A., 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. [●] of the Extraordinary General Meeting of mcr S.A. dated 7 January 2026, in a total amount of PLN [●] ([●] złoty). 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 [●] ([●] złoty), from PLN [●] ([●] złoty) to PLN [●] ([●] złoty).

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 [●] 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. [●] of the Extraordinary General Meeting dated [●] 2025 to cancel Company shares held in treasury, the Extraordinary General Meeting resolves to reduce the Company's share capital by an amount of PLN [●] ([●] złoty), i.e. from PLN [●] ([●] złoty) to PLN [●] ([●] złoty), through voluntary cancellation 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. [●] of the Extraordinary General Meeting dated [●] 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. [●] of the Extraordinary General Meeting dated [●] 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 [●] ([●] złoty) and shall be divided into [●] ([●]) Series [●] ordinary bearer shares with a par value of PLN 0.25 (twenty-five grosz) per share."

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: [---]