

**RESOLUTION No. 1
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022**

to appoint Chair of the Annual General Meeting

Acting pursuant to Art. 409.1 of the Commercial Companies Code and Section 7 of its Rules of Procedure, the General Meeting hereby appoints Mr Adam Gosz as Chair of the Annual General Meeting.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION No. 2
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

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

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

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

**Resolution No. 3
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022**

to appoint the ballot counting committee

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

1. Ms Dorota Wajder,
2. Ms Katarzyna Zakrzewska,
3. Ms Beata Wielgosik.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

**Resolution No. 4
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022**

to adopt the agenda

Acting pursuant to Section 8 of its Rules of Procedure, the General Meeting hereby adopts the following agenda, as communicated in the notice of the Annual General Meeting:

1. Opening of the General Meeting and appointment of its Chair.
2. Confirmation that the General Meeting has been duly convened and has the capacity to pass resolutions; registration of attendance.
3. Abolishment of the secrecy of voting on the resolution to appoint the ballot counting committee.
4. Appointment of the ballot counting committee.
5. Adoption of the agenda.
6. Presentation of resolutions:
 - a) of the Supervisory Board, concerning resolutions (matters) submitted by the Management Board for inclusion in the agenda of the Annual General Meeting,
 - b) of the Supervisory Board, concerning statements accompanying the annual reports 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 – for the financial year from April 1st 2021 to March 31st 2022,
 - c) of the Supervisory Board, concerning 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 April 1st 2021 to March 31st 2022,
 - d) of the Management Board, concerning its proposal as to the allocation of profit earned by the Company in the financial year from April 1st 2021 to March 31st 2022,
 - e) of the Supervisory Board, concerning assessment of the Management Board’s proposal as to the allocation of profit for the financial year from April 1st 2021 to March 31st 2022,
 - f) of the Supervisory Board, concerning the Report of the Supervisory Board on the results of its assessment of the financial statements (separate and consolidated), the Directors’ Report on the operations of the Company and the MERCOR Group, and the Management Board’s proposal as to the allocation of profit – for the financial year from April 1st 2021 to March 31st 2022,
 - g) of the Supervisory Board, concerning adoption of the Report of the Audit Committee on its activities in the financial year from April 1st 2021 to March 31st 2022,
 - h) of the Supervisory Board, concerning adoption of the Report of the Remuneration Committee on its activities in the financial year from April 1st 2021 to March 31st 2022,
 - i) of the Supervisory Board, concerning adoption of the Report of the Supervisory Board on its activities in the financial year from April 1st 2021 to March 31st 2022,
 - j) of the Supervisory Board, concerning adoption of the Report on the Remuneration of Members of the Management Board and Supervisory Board, prepared by the Supervisory Board for the financial year from April 1st 2021 to March 31st 2022,
 - k) of the Supervisory Board, concerning motions for the General Meeting to grant discharge from liability to Members of the Management Board with respect to the performance of their duties in the financial year from April 1st 2021 to March 31st 2022,
 - l) of the Supervisory Board, concerning motions for the General Meeting to grant discharge from liability to Members of the Supervisory Board with respect to the performance of their duties in the financial year from April 1st 2021 to March 31st 2022.
7. Consideration and receipt of the Directors’ Report on the operations of the Company and the MERCOR Group in the financial year from April 1st 2021 to March 31st 2022.
8. Consideration and receipt of the full-year separate financial statements of the Company for the financial year from April 1st 2021 to March 31st 2022.

9. Consideration and receipt of the full-year consolidated financial statements of the MERCOR Group for the financial year from April 1st 2021 to March 31st 2022.
10. Consideration and receipt of the Report of the Supervisory Board on its activities in the financial year from April 1st 2021 to March 31st 2022.
11. Voting on a resolution giving opinion on the Report on the Remuneration of Members of the Management Board and Supervisory Board, prepared by the Supervisory Board for the financial year from April 1st 2021 to March 31st 2022.
12. Grant of discharge from liability to Members of the Management Board with respect to the performance of their duties in the financial year from April 1st 2021 to March 31st 2022.
13. Grant of discharge from liability to Members of the Supervisory Board with respect to the performance of their duties in the financial year from April 1st 2021 to March 31st 2022.
14. Allocation of profit earned by the Company in the financial year from April 1st 2021 to March 31st 2022.
15. Determination of the number of Members of the Supervisory Board for the new joint five-year term of office.
16. Appointment of Members of the Supervisory Board for the new joint five-year term of office.
17. Closing of the General Meeting.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

**RESOLUTION NO. 5
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022**

**to receive the Directors’ Report on the operations of MERCOR S.A.
and the MERCOR Group
in the financial year from April 1st 2021 to March 31st 2022**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, the General Meeting hereby resolves to receive the Directors’ Report on the operations of MERCOR S.A. and the MERCOR Group in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 6
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to receive the separate financial statements of the Company
for the financial year from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code in conjunction with Art. 53.1 of the Accounting Act of September 29th 1994 (consolidated text: Dz. U. of 2021, item 217), the General Meeting hereby resolves to receive the separate financial statements of the Company for the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 7
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to receive the full-year consolidated financial statements
of the MERCOR Group
for the financial year from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 395.5 of the Commercial Companies Code in conjunction with Art. 63c.4 of the Accounting Act of September 29th 1994 (consolidated text: Dz. U. of 2021, item 217), the General Meeting hereby resolves to receive the consolidated financial statements of the MERCOR Group for the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 8
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to receive the Report of the Supervisory Board on its activities
in the financial year from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 395.5 of the Commercial Companies Code, the General Meeting hereby resolves to receive the Report of the Supervisory Board on its activities in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 9
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to give opinion of the General Meeting on
the Report of the Supervisory Board on the Remuneration
of Members of the Management Board and Supervisory Board
for the financial year from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies dated July 29th 2005 (consolidated text: Dz. U. of 2020, item 2080) and Art. 395.2¹ of the Commercial Companies Code, the General Meeting – having considered the Report of the Supervisory Board on the Remuneration of Members of the Management Board and Supervisory Board, prepared for the financial year from April 1st 2021 to March 31st 2022 (the “Report”), attested by the auditor DORADCA AUDITORS spółka z ograniczoną odpowiedzialnością of Gdańsk – hereby resolves to give positive opinion on the Report.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 12,136,909

Votes against: 1,452,947

Abstentions: 0

**RESOLUTION NO. 10
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022**

**to grant discharge from liability to Mr Krzysztof Krempeć
with respect to the performance of his duties as President of the Management Board
in the financial year
from April 1st 2021 to March 31st 2022**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Krzysztof Krempeć with respect to the performance of his duties as President of the Management Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,574,248 – percentage of share capital represented by those shares: 86.69%

Total number of valid votes: 13,574,248

Votes for: 13,574,248

Votes against: 0

Abstentions: 0

RESOLUTION NO. 11
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Jakub Lipiński
with respect to the performance of his duties as First Vice President of the Management
Board in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Jakub Lipiński with respect to the performance of his duties as First Vice President of the Management Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 12
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Tomasz Kamiński
with respect to the performance of his duties as Member of the Management Board
in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Tomasz Kamiński with respect to the performance of his duties as Member of the Management Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 13
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Lucjan Myrda
with respect to the performance of his duties as Chairman of the Supervisory Board
in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Lucjan Myrda with respect to the performance of his duties on the Supervisory Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 14
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Arkadiusz Kęsicki
with respect to the performance of his duties as Deputy Chairman of the Supervisory
Board in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Arkadiusz Kęsicki with respect to the performance of his duties on the Supervisory Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 15
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Tomasz Rutowski
with respect to the performance of his duties as Secretary of the Supervisory Board
in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Tomasz Rutowski with respect to the performance of his duties on the Supervisory Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

**RESOLUTION NO. 16
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022**

**to grant discharge from liability to Mr Marian Popinigis
with respect to the performance of his duties as Member of the Supervisory Board
in the financial year
from April 1st 2021 to March 31st 2022**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Marian Popinigis with respect to the performance of his duties on the Supervisory Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 17
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Eryk Karski
with respect to the performance of his duties as Member of the Supervisory Board
in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Eryk Karski with respect to the performance of his duties on the Supervisory Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 18
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Błażej Żmijewski
with respect to the performance of his duties as Member of the Supervisory Board
in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Błażej Żmijewski with respect to the performance of his duties on the Supervisory Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 19
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to grant discharge from liability to Mr Pathy TIMU ZENZO
with respect to the performance of his duties as Member of the Supervisory Board
in the financial year
from April 1st 2021 to March 31st 2022

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, the General Meeting hereby grants discharge from liability to Mr Pathy TIMU ZENZO with respect to the performance of his duties on the Supervisory Board in the financial year from April 1st 2021 to March 31st 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 20
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to allocate profit earned by the Company
in the financial year from April 1st 2021 to March 31st 2022

Section 1

1. Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, the General Meeting resolves to allocate the net profit earned by the Company in the financial year from April 1st 2021 to March 31st 2022, in the amount of: PLN 24,574,643.46 (twenty-four million, five hundred and seventy-four thousand, six hundred and forty-three złoty, forty-six grosz), as follows:
 - a. by setting the amount of dividend per 1 (one) share at PLN 0.63 (sixty-three grosz),
 - b. by setting the total amount of dividend at PLN 9,864,877.05 (nine million, eight hundred and sixty-four thousand, eight hundred and seventy-seven złoty, five grosz) – that amount shall be reduced by the amount equal to the product of the dividend per share and the number of the Company’s own shares purchased under the buyback programme implemented by the Management Board pursuant to Resolution No. 5 of the Extraordinary General Meeting of June 30th 2020 authorising the Management Board to buy back shares, as amended by Resolution No. 5 of the Extraordinary General Meeting of March 16th 2021, and held by the Company in treasury as at the dividend record date,
 - c. the amount resulting from the reduction of the dividend amount referred to in item b) of this paragraph (in relation to the Company’s own shares) and the remaining amount of the net profit (that is PLN 14,709,766.41 /fourteen million, seven hundred and nine thousand, seven hundred and sixty-six złoty, forty-one grosz/) – shall be transferred to statutory reserve funds.

Section 2

Acting pursuant to Art. 348 of the Commercial Companies Code, the General Meeting resolves to set:

1. the dividend record date for October 31st 2022, and
2. the dividend payment date for November 8th 2022.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 21
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to determine the number of Members of the Supervisory Board
for the new joint five-year term of office

Section 1

Acting pursuant to Art. 10.6 of the Company’s Articles of Association, the General Meeting sets the number of Members of the Supervisory Board for the new Joint Term at 7 (seven).

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 13,589,856

Votes against: 0

Abstentions: 0

RESOLUTION NO. 22
of the Annual General Meeting
of MERCOR S.A. of Gdańsk (the “Company”)
of September 30th 2022

to appoint Members of the Supervisory Board
for the new joint five-year term of office

Section 1

Acting pursuant to Art. 7.2.a of the Company’s Articles of Association, the General Meeting hereby appoints:

1. Mr Lucjan Myrda,
 2. Mr Arkadiusz Kęsicki,
 3. Mr Tomasz Rutowski,
 4. Mr Marian Popinigis,
 5. Mr Eryk Karski,
 6. Mr Błażej Żmijewski, and
 7. Mr Pathy TIMU ZENZO
- as Members of the Supervisory Board for the new Joint Term of office.

Number of voted shares: 13,589,856 – percentage of share capital represented by those shares: 86.79%

Total number of valid votes: 13,589,856

Votes for: 10,396,786

Votes against: 286,123

Abstentions: 2,906,947
