

Kraków, 9 June 2021

**To Shareholders interested in submitting the Share Sale Offers as a response to the Invitation to submit offers to sell the Shares of Mercator Medical S.A. dated on 31.05.2021**

Dear Shareholders,

Attached below document is just direct translation of official Invitation prepared originally in Polish language. Please contact your Broker in order to receive instructions applicable to your situation.

Mercator Medical S.A. recommends to consider submitting the Share Sale Offers with an appropriate advance (approximately two weeks before Closing date for the submission of Share Sale Offers). This recommendation especially regards foreign Shareholders and its aim is to ensure all relevant procedures, which are to be undertaken by the Brokerage House, are duly fulfilled, including but not limited to verification of the shareholder status and submitted documents.

Yours sincerely,

Management Board of Mercator Medical S.A.

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## **INVITATION TO SUBMIT OFFERS TO SELL THE SHARES OF MERCATOR MEDICAL S.A.**

### **I. BASIC INFORMATION**

This Invitation to submit offers to sell the shares of **MERCATOR MEDICAL Spółka Akcyjna** (“**Invitation**”) with a registered office in Kraków (postal code: 31-327), Poland, at ul. Heleny Modrzejewskiej 30, entered in the Register of Entrepreneurs of the National Court Register (KRS) maintained by the District Court for Kraków - Śródmieście in Kraków, 11<sup>th</sup> Commercial Division of the National Court Register, under KRS number: 0000036244, having a share capital of PLN 10,604,525.00 paid up in full, NIP (Taxpayer’s Identification No.): 6771036424, REGON (Business Statistical No.): 350967107 (“**Company**”), is announced pursuant to Resolution No. 16 of the Ordinary General Meeting of MERCATOR MEDICAL S.A. of 20 April 2021 on the authorisation of the Company’s Management Board to acquire own shares to redeem the same and on the establishment of a reserve capital to be allocated to the acquisition of own shares with a view to redeeming the same (“**Resolution**”).

This Invitation applies to shares issued by the Company (“**Shares**”), including:

- a) dematerialised ordinary bearer shares marked with the following code: PLMRCTR00015, traded on the regulated market managed by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) (“**Listed Shares**”),
- b) dematerialised preference registered shares marked with the following code: PLMRCTR00056 (“**Registered Shares**”),

which the Company intends to acquire in order to redeem the same through a reduction of the Company’s share capital under Article 359 § 1 and § 2 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text in: *Journal of Laws [Dz. U.] of 2020, Item 1526, as amended*).

*This document is not a tender offer to subscribe for the sale or exchange of shares, referred to in Article 73 et seq. of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies (consolidated text in: *Journal of Laws [Dz.U.] of 2020, Item 2080, as amended*). In particular, this Invitation is not governed by the provisions of Articles 77 and 79 of the said Act or the provisions of the Ordinance of the Minister of Finance, Development Funds and Regional Policy, dated 26 November 2020, on the forms of tender offers to subscribe for the sale or exchange of shares in a public company, detailed procedure for the announcement thereof and the conditions for acquiring shares under such tender offers (*Journal of Laws [Dz.U.] of 2020, Item 2114*). This document is not an offer within the meaning of Article 66 of the Act of 23 April 1964 – the Civil Code (consolidated text in: *Journal of Laws [Dz.U.] of 2020, Item 1740, as amended*) either. The Company announced the buy-back of its own shares in the form of an Invitation having regard to the public status of the Company and in order to ensure equal treatment to the Company’s shareholders.*

*This Invitation shall be implemented exclusively on the territory of the Republic of Poland. Outside Poland the Invitation may not be regarded as a proposal or offer to acquire any securities of the Company. Neither the Invitation, nor the securities it covers have been registered, approved or notified in any country other than the Republic of Poland, in particular as provided for in the US Securities Act of 1933, as amended.*

*This document should not be treated as investment, legal or tax advice. In any matters related to the Invitation the shareholders should use the advice offered by entities providing advisory services in the area of investment and legal and fiscal laws. Any entity responding to this Invitation shall bear any and all legal, financial and fiscal consequences of the investment decisions it takes.*

*Given the absence of such an obligation, this document does not require any approval by or submission to the Financial Supervision Authority or any other public administration authority.*

The text of the Invitation was announced to the public on the day of its publication in the form of a current report and is available on the Company’s website: <https://pl.mercatormedical.eu> and on the website of the brokerage house, i.e. Dom Maklerski Banku Ochrony Środowiska S.A.: <https://bossa.pl/oferta/rynek-pierwotny/skup-akcji>.

Any further information on the procedure for the placing of offers for the sale of the Shares in response to this Invitation (“**Share Sale Offers**”, “**Sale Offers**”) can be obtained at the Customer Service Offices of the Brokerage House, listed in Section X hereof, on business days Monday to Friday, within normal business hours of these offices, or by telephone at: +48 22 50 43 340.

## **II. SHARES COVERED BY THE INVITATION**

Based on this Invitation, the Company shall acquire in total not more than 623,800 (in words: six hundred twenty-three thousand eight hundred) Shares which as at the date of publication of the Invitation account for not more than 5.88% of the Company’s share capital.

## **III. ENTITY ACTING AS AN INTERMEDIARY IN THE CARRYING OUT AND SETTLEMENT OF THE SHARE ACQUISITION PROCESS**

The entity acting as an intermediary in the carrying out and settlement of the Share acquisition process based on the Invitation shall be:

**Dom Maklerski Banku Ochrony Środowiska S.A.**

ul. Marszałkowska 78/80, 00-517 Warszawa

e-mail: konsorcjum@bossa.pl

hereinafter referred to as “**DM BOŚ SA**”, “**DM BOŚ**”, “**Brokerage House**”

#### **IV. SHARE PURCHASE PRICE**

The Shares shall be acquired at **PLN 500.00** (in words: five hundred Polish zloty 00/100) per Share.

#### **V. TIME SCHEDULE FOR THE ACQUISITION OF SHARES BASED ON THE INVITATION**

Date of publication of the Invitation: **31.05.2021**

Starting date for the submission of Share Sale Offers: **07.06.2021**

Closing date for the submission of Share Sale Offers: **30.07.2021 (until 05.00 PM)**

Anticipated date of the Share acquisition transaction: **04.08.2021**

The Company reserves the right to withdraw from the Invitation any time, including after the start of the period for the submission of the Sale Offers, and to change any and all due dates regarding the Invitation that have not yet lapsed. In the event that the Invitation is cancelled or any due dates regarding the Invitation are changed, the relevant information shall be published on the websites of the Company and the Brokerage House.

#### **VI. ENTITIES ELIGIBLE FOR SUBMITTING SHARE SALE OFFERS IN RESPONSE TO THIS INVITATION**

The entities eligible for submitting Sale Offers in response to this Invitation shall be the Company’s shareholders, i.e. natural and legal persons, and organisational units without legal personality, being owners of the Shares (“**Shareholders**”).

The Shares specified in the Share Sale Offers and being the subject of the sale transaction must be fully transferable and free and clear of any encumbrances with third-party rights, in particular ones whose content prevents transfer thereof in response to this Invitation, e.g. they may not be encumbered with any pledge.

#### **VII. PROCEDURE FOR THE SUBMISSION OF SHARE SALE OFFERS**

Under a Sale Offer only Shares recorded on the securities account of a given Shareholder and not encumbered on any account whatsoever or blocked may be offered.

Shareholders eligible for the sale of the Shares in response to this Invitation may place the Share Sale Offers:

1. at investment firms holding the securities account on which the Shares held by the Shareholder concerned are recorded, provided that the investment firm allows its clients to place the Sale Offers in response to the Invitation under such a procedure (Direct Procedure),
2. at the Customer Service Offices of the Brokerage House (“**CSO of DM BOŚ SA**”) listed in Section X hereof on business days Monday to Friday, within normal business hours of these offices,
3. by post,
4. in the electronic form with a qualified electronic signature,

under the terms and in compliance with the requirements set forth below.

In order to ensure that the documents needed in order to submit the Share Sale Offer are uniform, a complete set of forms shall be made available at each of the Customer Service Offices of DM BOŚ listed in Section X of the Invitation and also supplied to the investment firms holding securities accounts being participants of the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) (“**KDPW**”).

The forms submitted by the Shareholders should be correctly completed and signed, otherwise submission of the Sale Offer shall be ineffective.

Throughout the period for the submission of the Share Sale Offers the Shareholders may submit any number of Share Sale Offers.

Each of the Sale Offers submitted by a Shareholder should be for such a number of the Company’s Shares as is disclosed in the share certificate attached to the Sale Offer. In the event that the number of the Company’s

Shares, specified in the Sale Offer, is not fully covered by the attached share certificate, the Sale Offer shall not be accepted.

In the event that the number of the Company's Shares, specified in the Sale Offer form, is lower than the number of the Company's Shares disclosed in the share certificate, such a Sale Offer form shall be accepted with a reservation that such a Sale Offer shall be executed up to the number of the Shares specified in the form; one share certificate may serve as a confirmation of one Sale Offer only and several Sale Offers may not be confirmed by a single share certificate, likewise one Sale Offer may not be confirmed by several share certificates.

Submission of a Share Sale Offer must be unconditional and irrevocable, may not contain any reservations, and shall be binding upon the person submitting it (the Shareholder) until the moment the trading session on the date of the transaction of acquisition of the Shares based on this Invitation is closed or until the date of cancellation of the Invitation by the Company. Any and all consequences, including the Share Sale Offer being void, resulting from the submission of the Share Sale Offer in a manner that does not comply with this Invitation, shall be borne by the Shareholder.

DM BOŚ shall not be liable to the Shareholder for non-performance of any Share Sale Offers received by DM BOŚ prior to or after the period of submission of the Share Sale Offers, as specified in Section V of the Invitation, or any Share Sale Offers that have been submitted in an incorrect manner or are illegible or with no required documents attached.

Prior to the submission of the Sale Offer the Shareholders should acquaint themselves with the procedures and regulations of the investment firms holding the securities accounts on which their Shares are recorded as regards execution of the transaction in response to the Invitation announced, issuance of share certificates and establishment or release of any blockades on the Shares, in particular with the procedure for the submission of Share Sale Offers as well as with the fees or commissions charged by such an entity for the performance of the actions referred to above.

An investment firm that holds the securities account for the Shareholder may charge fees or commissions for the actions performed in connection with the handling of the Share Sale Offer in accordance with its internal regulations and applicable tables of fees and commissions.

#### **SUBMISSION OF SHARE SALE OFFERS TO AN ENTITY HOLDING THE SHAREHOLDER'S SECURITIES ACCOUNT (DIRECT PROCEDURE)**

A Shareholder holding the Shares on the securities account held by an investment firm and intending to place a Share Sale Offer under such a procedure, provided that the said investment firm allows its clients to submit the Share Sale Offers in response to the Invitation under such a procedure, should submit to such an investment firm an irrevocable **instruction to block the Shares** along with an irrevocable **instruction to issue settlement instructions** and two copies of a completed **Sale Offer form**, one for the Shareholder submitting the Sale Offer and one for the investment firm holding the securities account.

The rules governing identification of the Shareholder who submits the Sale Offer as well as the procedure for acceptance of the Share Sale Offers shall be established by the entity that accepts the Sale Offer.

The investment firm that holds the securities account for the Shareholder and accepts the Sale Offer in response to the Invitation shall establish a blockade on the Shares for the purposes of a subsequent settlement of the transaction in performance of the Invitation and retain the same until the date of settlement of the transaction in performance of the Invitation.

The investment firm shall inform the Brokerage House on the submission of the Sale Offer following the rules set forth in the operational procedure for the execution of share purchase transactions, sent by the Brokerage House.

The Brokerage House shall not be liable towards the Shareholder for any losses resulting from a failure by an investment firm to send the information on the Sale Offer submitted to the Brokerage House.

## **SUBMISSION OF SHARE SALE OFFERS TO CSO OF DM BOŚ**

A Shareholder wishing to sell the Shares in response to the Invitation should do the following:

- A. place with the entity holding the Shareholder's securities account on which the Shares held by the Shareholder are recorded an irrevocable **instruction to block the Shares** along with an irrevocable **instruction to issue settlement instructions** (the so-called paid clearing instruction) transferring ownership of the Shares to the Company on the terms set forth in the Invitation, and obtain a **share certificate** confirming performance of the actions referred to above. The instructions should be valid until the closing of the trading session on the date of transfer of the Shares ownership at KDPW, and
- B. submit the following documents to one of the Customer Service Offices of the Brokerage House, specified in Section X hereof:
  - i) **original share certificate** referred to in Item A) above,
  - ii) **Share Sale Offer form** (the Share Sale Offer form should be completed and signed in two copies, one for the Shareholder placing the Share Sale Offer and one for the Brokerage House).

Shareholders holding Shares recorded on securities accounts held by DM BOŚ shall not present any share certificate upon submission of the Share Sale Offer. The Shares held by such Shareholders (clients of DM BOŚ) shall be blocked based on the instruction to block the Shares.

Forms submitted by the Shareholders at the Customer Service Offices of DM BOŚ should be correctly completed and signed, otherwise the Sale Offer shall be ineffective.

Natural persons responding to the Invitation should present their identity document (ID card or passport) at the Customer Service Office of DM BOŚ S.A. accepting the Share Sale Offers, while natural persons representing legal persons or organisational units without legal personality should, in addition, present a current copy of (excerpt from) the relevant register or any other document to confirm their authorisation to act for and on behalf of such a legal person or organisational unit without legal personality (if such authorisation is not provided for in the copy of the relevant register).

Employees of banks holding securities accounts (the custodian bank), submitting Share Sale Offers on behalf of their clients having escrow accounts, should hold the relevant authorisation from the bank's governing bodies to place a Share Sale Offer and a power of attorney granted by their client being a Shareholder.

## **SUBMISSION OF A SHARE SALE OFFER BY POST**

Shareholders wishing to submit a Share Sale Offer by post should send the documents listed below by a registered letter or by a courier service at such time so that they could be received by the Brokerage House no later than by 05:00 PM on the last day of the period for the submission of the Sale Offers:

- i) **original share certificate** containing the information referred to in the Section entitled SUBMISSION OF SHARE SALE OFFERS TO CSO OF DM BOŚ,
- ii) correctly completed and signed **Share Sale Offer form** – please note that the signature of the person submitting the Share Sale Offer as well as his/her authorisation should be certified by an employee of the entity issuing the share certificate or by a notary.

The documents listed above should be sent to the following address:

**Dom Maklerski Banku Ochrony Środowiska S.A.**

**ul. Marszałkowska 78/80**

**00-517 Warszawa**

with a note on the envelope reading as follows: **“Skup akcji – MERCATOR MEDICAL S.A.”**

Persons placing the offer by post should take into account the fact that dispatching the documents related to the Share Sale Offer placed even a few days prior to the lapse of the period for submission of the Share Sale Offers cannot guarantee effective submission of such a Share Sale Offer. The Company and DM BOŚ shall not bear any

liability whatsoever for the effects of any failure to deliver the correspondence related to the Share Sale Offer by the due date, irrespective of the manner or date of dispatch thereof.

#### **SUBMISSION OF SHARE SALE OFFERS IN THE ELECTRONIC FORM WITH A QUALIFIED ELECTRONIC SIGNATURE**

A Shareholder wishing to submit a Share Sale Offer in the electronic form with a qualified electronic signature should do the following:

- 1) at the entity holding the securities account on which the Shares to be offered under the Share Sale Offer are recorded:
  - a) submit an irrevocable **instruction to block the Shares**, valid until the closing of the trading session on the date of transfer of the Shares' ownership at KDPW, along with an irrevocable **instruction to issue settlement instructions** to DM BOŚ,
  - b) obtain a **share certificate** issued for the Shares, valid until the closing of the trading session on the date of transfer of the Shares' ownership at KDPW. The certificate must be issued in the electronic form with a qualified electronic signature of the representative of the entity holding the securities account on which the Shares to be offered under the Share Sale Offer are recorded. Where the certificate has been issued in a form other than electronic, it may not be submitted along with a form bearing a qualified electronic signature;
- 2) send the following documents to the e-mail address: **konsorcjum@bossa.pl**
  - a) the above-specified **share certificate** for the Shares blocked, issued in the electronic form with a qualified electronic signature of the representative of the entity holding the securities account on which the Shares to be offered under the Share Sale Offer are recorded;
  - b) the **Share Sale Form** in the electronic form with a qualified electronic signature of the Shareholder submitting the Share Sale Offer.

The Shareholders are advised that only the Share Sale Offers shall be considered for which complete documentation is delivered to DM BOŚ not later than by 05:00 PM on the last day of the period for submission of the Share Sale Offers.

Please note that the relevant decision on whether to accept or deem a Share Sale Offer submitted in the electronic form with a qualified electronic signature invalid shall be taken based only on the analysis of the documentation sent. Receipt by DM BOŚ of an e-mail with the documentation attached shall not result in the Share Sale Offer being automatically deemed valid.

#### **ACTING THROUGH AN ATTORNEY**

A Share Sale Offer may be submitted through an attorney based on the power of attorney drafted in the following form:

- i) a power of attorney in writing, certified by an employee of DM BOŚ SA or by an entity that issued the share certificate, or
- ii) a power of attorney drafted in the form of a notarial deed, or
- iii) a power of attorney bearing a signature certified by a notary.

If the laws of or international agreements the Republic of Poland is a party to do not provide otherwise, a power of attorney granted abroad should be certified by a notary and have an apostille attached thereon, or should be certified by a Polish diplomatic representation or consular office and translated into Polish by a sworn translator in Poland.

The power of attorney should specify the personal data of the attorney and of the principal, and authorise the attorney to:

- 1) submit an irrevocable instruction to block the Shares, valid until the closing of the trading session on the date of transfer of the Shares' ownership at KDPW;

- 2) submit to the entity holding the principal's securities account an irrevocable instruction to issue settlement instructions allowing a transfer of the Shares' ownership to the Company on the terms set forth in the Invitation;
- 3) collect the share certificate issued by the entity holding the principal's securities account for the Shares blocked in connection with the Invitation;
- 4) submit the share certificate and the Share Sale Offer in response to the Invitation, as well as any other required declarations and information related to the response to the Invitation, to one of the Customer Service Offices of DM BOŚ.

In the event that the power of attorney is granted to a legal person or an organisational unit without legal personality, the person submitting the Share Sale Offer shall present the following in addition to the power of attorney:

- i) a current copy of entry in the relevant register and authorisation to place the offer if such an authorisation is not specified in the said copy of entry in the register, or
- ii) in the event of entities having their registered offices abroad - a current copy of entry in the relevant register or any other official document specifying the basic data of the Attorney as well as its legal status, manner of representation, as well as first names and surnames of persons authorised to represent it, having - if the laws of or international agreements the Republic of Poland is a party to do not provide otherwise - an apostille attached thereon or certified by a Polish diplomatic representation or consular office and translated into Polish by a sworn translator in Poland.

Custodian banks submitting offers on behalf of their clients may provide, in place of a power of attorney, a declaration confirming the fact that they hold the relevant authorisation and instructions to submit the offer for the sale of the Shares.

If the Sale Offer is submitted through an attorney under the Direct Procedure, the Shareholder should acquaint himself/herself with the rules in effect at the investment firm holding the Shareholder's securities account.

#### **VIII. ACQUISITION OF SHARES FROM THE SHAREHOLDERS**

In response to this Invitation, the Company shall acquire not more than **623,800 (in words: six hundred twenty-three thousand eight hundred)** Shares from the Shareholders who have correctly submitted their Share Sale Offers within the prescribed submission period.

In the event that the number of Shares offered by the Shareholders for sale to the Company in response to the Company's Invitation is larger than the aggregate number of Shares specified by the Company in the Invitation announced, the Company's Management Board shall make a proportionate reduction of the Share Sale Offers, rounding a fractional number of the Shares down to the nearest whole number so that the aggregate number of the Shares would equal the maximum number specified by the Company in the Invitation, subject to the principle of equal and proportionate treatment of all the Shareholders. The allocation rate shall be expressed to two decimal places.

If, following the proportionate reduction, there are any Shares left unallocated as a result of the rounding off, the Company shall acquire the Shares successively (one from each) starting with the Shareholders who submitted the Share Sale Offer for the largest number of Shares or, in the case of the Share Sale Offers for the same number of shares, with the Shareholders who submitted their Share Sale Offer earlier, until the Shares are allocated in full up to the maximum number specified by the Company in the Invitation.

Only the Share Sale Offers that have been submitted in compliance with the terms of this Invitation, including with the Procedure for the submission of the Share Sale Offers, shall be accepted. In particular, no Share Sale Offer shall be accepted if it has been incorrectly completed or is unsigned, or to which no share certificate or an incorrectly completed share certificate is attached, or for which the attached share certificate is not confirmed by the entity issuing such a share certificate.

The Shares shall be acquired by the Company through a transfer of the Shares' ownership outside the regulated market from the Shareholders who have submitted correct Share Sale Offers (subject to a possible reduction in accordance with the foregoing provisions of this Invitation).

The transfer of the Shares' ownership to the Company shall be settled within the KDPW's deposit and settlement system based on the settlement instructions. The entity acting as an intermediary in the settlement process shall be DM BOŚ.

#### IX. PAYMENT OF THE PURCHASE PRICE

Payment of the price of the Shares acquired by the Company in response to this Invitation shall be made through the settlement system of KDPW based on the settlement instructions issued by the Brokerage House on behalf of the Company and by the entities holding the Shareholders' securities accounts.

The amount representing the product of the ultimate number of Shares acquired from the individual Shareholders and the price per Share may be reduced by the commission or other fees due, if such a commission or fees are charged by the entity holding the Shareholder's securities account in accordance with the Table of Fees applicable to such an entity. Shareholders wishing to submit their Share Sale Offers should contact the entities holding their securities accounts in order to determine the amount of the fees payable to such entities in connection with a transfer of the Shares' ownership in response to this Invitation.

The purchase price of the Shares acquired shall be transferred to the Shareholder's cash or bank account linked to the securities account on which the Shares of such a Shareholder were recorded and from which the Shares were transferred to the Company.

#### X. CUSTOMER SERVICE OFFICES OF DM BOŚ S.A.

Share Sale Offers submitted in response to this Invitation shall be accepted at the following Customer Service Offices of DM BOŚ SA:

Item	Branch/City	Postal code	Street name and number	Telephone No.
1	Białystok - IFA*	15-282	Piękna 1	797 498 456
2	Bielsko-Biała - IFA*	43-300	Cyniarska 36	+48 500 046 889
3	Gdańsk	80-824	Podwałe Przedmiejskie 30	(58) 320-88-48
4	Katowice	40-048	Kościuszki 43	(32) 606-76-20
5	Koszalin - IFA*	75-065	ul. Bp. Cz. Domina 9/3	+48 500 046 849
6	Kraków	31-068	Stradomska 5a/10	(12) 433-71-40
7	Łódź	90-368	Piotrkowska 166/168	(42) 636-00-05
8	Olsztyn - IFA*	10-516	Pl. Generała Józefa Bema 2, Lokal 103	+48 500 046 775
9	Poznań	60-523	Dąbrowskiego 79A	(61) 841-14-12 (61) 847-91-16
10	Rzeszów	35-017	Moniuszki 8	(17) 850 84 86
11	Szczecin - IFA*	70-535	Wielka Odrzańska 18/2	+48 500 046 726 +48 500 046 782
12	Warszawa	00-517	Marszałkowska 78/80	(22) 50 43 104 801 104 104
13	Wrocław	50-107	Sukiennice 6	(71) 344-82-02

IFA\* - Investment Firm's Agent