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MERGER PLAN

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of companies

**Akces NCBR Ltd.**  
with its registered office in Warsaw  
as the Acquiring Company

and

**IDEAS NCBR Ltd.**  
with its registered office in Warsaw  
as the Acquired Company.

Warsaw, 23<sup>rd</sup> September 2025

## **MERGER PLAN**

drafted and agreed on 23 September 2025 in Warsaw by the management boards of the following companies:

- 1) **Akces NCBR Ltd.** with its registered office in Warsaw (address: 69 Chmielna Street, 00-801 Warsaw), entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under National Court Register Number: 0000959172, National Business Registry Number: 521485907, Tax Identification Number (NIP): 7011078794, share capital: PLN 8,974,000.00 (hereinafter referred to as the '**Acquiring Company**')

and

- 2) **IDEAS NCBR Ltd.** with its registered office in Warsaw (address: 69 Chmielna Street, 00-801 Warsaw), entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under National Court Register number: 0000880113, National Business Registry Number: 388065786, NIP: 7011017605, share capital: PLN 52,000,000.00 (hereinafter referred to as the '**Acquired Company**')).

### **1. DEFINITIONS**

**“Merging Companies”** – the Acquiring Company and the Acquired Company jointly;

**“CCC”** – the Act of 15 September 2000 – Commercial Companies Code (Journal of Laws of 2024, item 18);

**“Merger Plan”** – this Merger Plan together with its appendices;

**“Merger”** – the merger of the Acquiring Company and the Acquired Company through the acquisition by the Acquiring Company of the assets of the Acquired Company on the terms agreed in the Merger Plan and subsequent resolutions of the governing bodies of the Merging Companies;

**“Merger Date”** – the date of entry of the Merger in the Register of Entrepreneurs of the National Court Register by the registry court competent for the seat of the Acquiring Company;

**“NCBR”** – National Centre for Research and Development (Polish: Narodowe Centrum Badań i Rozwoju (NCBR)) with its registered office in Warsaw, being an executive agency within the meaning of the Act of 27 August 2009 on public finance (i.e. Journal of Laws of 2024, item 1530), Tax Identification Number (NIP): 7010073777, National Business Registry Number: 141032404, being the sole shareholder of both the Acquiring Company and the Acquired Company, holding 100% of shares and votes in the Acquiring Company and the Acquired Company.

### **2. LEGAL FORM, NAME AND REGISTERED OFFICE OF THE COMPANIES PARTICIPATING IN THE MERGER**

#### **2.1 Acquiring Company**

The Acquiring Company acts under the name Akces NCBR Ltd. with its registered office in Warsaw as a limited liability company.

## **2.2. Acquired Company**

The Acquired Company acts under the name IDEAS NCBR Ltd. with its registered office in Warsaw as a limited liability company.

# **3. FORM OF THE MERGER**

## **3.1. Legal basis and form of the Merger**

The Merger will be conducted by transferring all assets of the Acquired Company, including all rights and obligations (assets and liabilities), to the Acquiring Company, i.e. a merger by acquisition pursuant to Article 492 § 1 point 1 of the CCC, subject to the conditions described hereinafter in the Merger Plan.

The Merger shall be held pursuant to Article 5151 § 1 in connection with Article 516 § 61 of the CCC. The sole shareholder of the Acquiring Company and the Acquired Company, holding directly 100% of shares in the Acquiring Company and the Acquired Company, is the National Centre for Research and Development (NCBR).

In consideration of the the above, the Merger will be held (a) without increasing the share capital of the Acquiring Company and (b) without allocating shares of the Acquiring Company to the sole shareholder of the Acquired Company, i.e. NCBR.

The status of NCBR as the sole shareholder of the Acquiring Company and the Acquired Company will be continued throughout the entire merger process, i.e. from the moment of adoption of the Merger Plan until the Merger Date.

On 1 August 2025, in accordance with the adopted accounting method (net assets) and the valuation of the Acquired Company provided by the Acquired Company, the value of the Acquired Company's assets amounts to PLN 11,567, 778.37 PLN (eleven million five hundred and sixty-seven thousand seven hundred and seventy-eight zlotys 37/100).

## **3.2. Simplifications of the Merger process**

In consideration of the above, pursuant to Article 516 § 61 in connection with Article 5151 § 1 of the CCC, the provision of Article 494 § 4 of the CCC, which concerns a change in the status of shareholders of the Acquired Company, shall not apply to the Merger.

Furthermore, pursuant to Article 516 § 61 in connection with Article 499 § 1 points 2–4 of the CCC , the Merger Plan shall not include: (a) the parity of exchange of shares of the Acquired Company for shares of the Acquiring Company, (b) rules for the allocation of shares in the Acquiring Company, and (c) the date from which the shares referred to in point (b) entitle their holders to participate in the profits of the Acquiring Company.

Pursuant to Article 516 § 61 of the Commercial Companies Code, the Merging Companies shall not be obliged to have the Merger Plan examined by an expert regarding its correctness and reliability, as referred to in Article 502 § 1 of the Commercial Companies Code. The Acquired Company shall also not be obliged to (a)

prepare the report referred to in the Article 501 § 1 of the Commercial Companies Code and (b) provide the information referred to in the Article 501 § 2 of the Commercial Companies Code.

The Merger will be executed based on a resolution of the Shareholders' Meeting of the Acquiring Company adopted pursuant to Article 506 of the Commercial Companies Code, a draft of which is attached as Appendix No. 1 to the Merger Plan. However, with regard to the Acquired Company, pursuant to Article 516 § 61 of the Commercial Companies Code, the Merger will be conducted without adopting the resolution referred to in Article 506 of the Commercial Companies Code. Therefore, the draft resolution of the Shareholders' Meeting of the Acquired Company on the Merger referred to in Article 506 of the Commercial Companies Code has not been attached to the Merger Plan.

### **3.3. Lack of obligation to obtain consent from the President of the Office of Competition and Consumer Protection for the Merger**

The consent of the President of the Office of Competition and Consumer Protection for the Merger is not required, as the Merging Companies belong to the same capital group.

### **4. EXCHANGE RATIO OF SHARES OF THE ACQUIRED COMPANY TO SHARES OF THE ACQUIRING COMPANY (SHARE EXCHANGE PARITY) AND THE AMOUNT OF POSSIBLE ADDITIONAL PAYMENTS**

Not applicable (Article 516 § 61 of the Commercial Companies Code in connection with Article 5151 § 1 and Article 499 § 1(2) of the Commercial Companies Code).

### **5. RULES RELATING TO THE ALLOCATION OF SHARES IN THE ACQUIRING COMPANY**

Not applicable (Article 516 § 61 of the Commercial Companies Code in connection with Article 5151 § 1 and Article 499 § 1point 3 of the Commercial Companies Code).

### **6. PARTICIPATION IN THE PROFITS OF THE ACQUIRING COMPANY**

Not applicable (Article 516 § 61 of the Commercial Companies Code in connection with Article 5151 § 1 and Article 499 § 1point 4 of the Commercial Companies Code).

### **7. RIGHTS ASSIGNED BY THE ACQUIRING COMPANY TO THE SHAREHOLDER OF THE ACQUIRED COMPANY AND TO PERSONS WITH SPECIAL RIGHTS IN THE ACQUIRED COMPANY. SPECIAL BENEFITS FOR MEMBERS OF THE BODIES OF THE MERGING COMPANIES AND OTHER PERSONS INVOLVED IN THE MERGER**

Rights are not expected to be assigned to the sole shareholder of the Acquired Company, i.e. NCBR, or to other persons with special rights in the Acquired Company.

Special benefits are also not expected to be assigned to members of the governing bodies of the Merging Companies or any other persons participating in the Merger.

### **8. MERGER DATE AND ITS LEGAL EFFECTS**

The Merger will become effective on the date of its entry into the register of entrepreneurs of the National Court Register by the registry court competent for the seat of the Acquiring

Company (the Merger Date). This entry will result in the removal of the Acquired Company from the register of entrepreneurs and, consequently, the dissolution of the Acquired Company without liquidation proceedings.

On the Merger Date, the Acquiring Company shall assume all rights and obligations of the Acquired Company (universal succession).

## **9. ANNOUNCEMENT OF THE MERGER PLAN**

Pursuant to Article 500 § 21 of the Commercial Companies Code, the Merging Companies shall, no later than one month before the date of the Shareholders' Meeting of the Acquiring Company on which a resolution on the Merger will be adopted, and continuously until the end of the Shareholders' Meeting of the Acquiring Company adopting the resolution on the Merger, will release the Merger Plan to the public free of charge on their websites, i.e.:

- a) for the Acquiring Company: <https://akces-ncbr.pl/>;
- b) for the Acquired Company: <https://ideas-ncbr.pl/>.

## **10. APPENDICES TO THE MERGER PLAN IN ACCORDANCE WITH ARTICLE 499 § 2 of the CCC**

- 1) Draft resolution of the Extraordinary General Meeting of Shareholders of the Acquiring Company on the Merger;
- 2) Draft amendment to the Articles of Association of the Acquiring Company;
- 3) Statement of the Management Board of the Acquired Company on the determination of the value of the Acquired Company's assets as of 1 August 2025;
- 4) Statement of the Management Board of the Acquired Company on the accounting status of the Acquired Company prepared for the purposes of the Merger as of 1 August 2025;
- 5) Statement of the Management Board of the Acquiring Company on the accounting status of the Acquiring Company prepared for the purposes of the Merger as of 1 August 2025.

## **SIGNATURES OF THE MANAGEMENT BOARDS OF THE MERGING COMPANIES:**

**Management Board of the Acquiring Company Akces NCBR Ltd.**

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**Arleta Malasińska**  
CEO

**Management Board of the Acquired Company IDEAS NCBR Ltd.**

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**Malgorzata Ciechomska**  
CEO