

MERGER PLAN

prepared on ____ 2026 in Mikołów by and between:

- 1) DSI Schaum Chemie sp. z o.o., with its registered office in Mikołów, address: ul. Podleska 76, 43-190 Mikołów, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register, under KRS No. 0000132813, NIP 6350000908, REGON 271215644, with a share capital of PLN 350,000.00 (hereinafter: the “Acquiring Company”), represented by: Paweł Maciejasz (Management Board Member) and Bartosz Szatan (Joint Commercial Proxy),
- 2) DSI Underground Chemicals sp. z o.o., with its registered office in Mikołów, address: ul. Podleska 76, 43-190 Mikołów, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register, under KRS No. 0000654953, NIP 5252693229, REGON 3663285683, with a share capital of PLN 22,585,000.00 (hereinafter: the “Target Company”), represented by: Łukasz Wiercioch (Management Board Member) and Robert Penczek (Joint Commercial Proxy),

hereinafter jointly referred to as the “Companies” and individually as a “Company”.

Acting pursuant to Articles 498 and 499 of the Act of 15 September 2000, the Commercial Companies Code (consolidated text: Journal of Laws of 2024, item 18, as amended, hereinafter: the “CCC”), the Management Boards of the Companies hereby agree this merger plan for the merger of the Acquiring Company with the Target Company (hereinafter: the “Merger Plan”) as follows:

I. Type, business name and registered office of the merging Companies and the method of merger (Article 499 § 1 item 1 CCC)

1. Acquiring Company: DSI Schaum Chemie sp. z o.o., with its registered office in Mikołów, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register, under KRS No. 0000132813, with a share capital of PLN 350,000.00 (three hundred and fifty thousand zlotys), divided into 350 (three hundred and fifty) shares with a nominal value of PLN 1,000.00 (one thousand zlotys) each.
2. Target Company: DSI Underground Chemicals sp. z o.o., with its registered office in Mikołów, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register, under KRS No. 0000654953, with a share capital of PLN 22,285,000.00, divided into 22,285 shares with a nominal value of PLN 1,000.00 (one thousand zlotys) each.
3. The merger of the Companies shall be effected pursuant to Article 492 § 1 item 1 CCC, i.e. by transferring all assets of the Target Company to the Acquiring Company (merger by acquisition) in exchange for shares that the Acquiring Company shall issue to the sole shareholder of the Target Company. On the merger date, the Target Company shall cease to exist without liquidation, and on that date the Acquiring Company shall assume all rights and obligations of the Target Company (Article 494 § 1 CCC).

II. Share exchange ratio (Article 499 § 1 item 2 CCC)

1. In connection with the merger, the share capital of the Acquiring Company shall be increased from PLN 350,000.00 by PLN 2,000.00 (two thousand zlotys), i.e. to PLN 352,000.00, through the creation of 2 (two) new shares with a nominal value of PLN 1,000.00 each.

2. The newly created shares in the increased share capital of the Acquiring Company shall be allotted to the sole shareholder of the Target Company in exchange for the shares held by it in the share capital of the Target Company, according to the following exchange ratio:
22,285 shares in the Target Company for 2 (two) shares in the Acquiring Company (the exchange ratio), determined on the basis of the valuation of the assets of the Acquiring Company and the Target Company, in accordance with Annex 4 and Annex 5 to the Merger Plan.
3. The merger shall not involve any cash payments to the sole shareholder of the Target Company as referred to in Article 492 § 2 and Article 499 § 1 item 2 CCC.

III. Terms governing the allotment of shares in the Acquiring Company (Article 499 § 1 item 3 CCC)

1. The share capital of the Acquiring Company, amounting to PLN 350,000.00 before the merger and divided into 350 shares with a nominal value of PLN 1,000.00 each, shall be increased by PLN 2,000.00, i.e. to PLN 352,000.00, through the creation of 2 (two) new shares with a nominal value of PLN 1,000.00 each and an aggregate nominal value of PLN 2,000.00.
2. The 2 (two) newly created shares shall be allotted to the sole shareholder of the Target Company in the number and proportions resulting from the exchange ratio specified in Section II above, i.e.: Jupiter LuxCo 2 S.à r.l., with its registered office in Luxembourg, shall receive 2 shares with a nominal value of PLN 1,000.00 each and an aggregate nominal value of PLN 2,000.00.
3. The newly created shares shall be fully covered by a non-cash contribution consisting of the assets of the Target Company transferred to the Acquiring Company as a result of the merger by universal succession (Article 492 § 1 item 1 in conjunction with Article 494 § 1 CCC), without the need for the sole shareholder of the Target Company to make any additional cash or non-cash contributions.
4. Pursuant to Article 514 CCC, the Acquiring Company shall not acquire its own shares in exchange for shares that it holds in the Target Company or in exchange for treasury shares held by the Target Company, because such shares exist.

IV. Date from which the newly created shares entitle their holder to participate in the profits of the Acquiring Company (Article 499 § 1 item 4 CCC)

1. The newly created shares in the increased share capital of the Acquiring Company, allotted to the sole shareholder of the Target Company, shall entitle their holder to participate in the profits of the Acquiring Company on the same terms as the other shares in the share capital of the Acquiring Company, beginning on the merger date, i.e. the date on which the merger is entered in the Register of Entrepreneurs of the National Court Register maintained for the Acquiring Company (Article 493 § 2 CCC).

V. Rights granted by the Acquiring Company to shareholders and persons holding special rights in the Target Company (Article 499 § 1 item 5 CCC)

1. There are no shareholders with special rights or persons holding special rights in the Target Company within the meaning of Article 499 § 1 item 5 CCC (e.g. holders of convertible bonds, bonds carrying pre-emptive rights, or other securities or rights that do not constitute shares in the share capital). Accordingly, the Acquiring Company shall not grant any special rights in this respect.

VI. Special benefits for members of the governing bodies of the merging Companies and other persons involved in the merger (Article 499 § 1 item 6 CCC)

1. No special benefits in connection with the merger have been granted to members of the governing bodies of the Acquiring Company or the Target Company, or to any other persons involved in the merger.

VII. Annexes to the Merger Plan (Article 499 § 2 CCC)

The following annexes form an integral part of this Merger Plan:

1. Annex 1 – draft resolution of the Extraordinary Shareholders' Meeting of the Acquiring Company concerning the merger and amendment of the articles of association of the Acquiring Company;
2. Annex 2 – draft resolution of the Extraordinary Shareholders' Meeting of the Target Company concerning the merger;
3. Annex 3 – draft amendment to the articles of association of the Acquiring Company, providing for an increase in the share capital from PLN 350,000.00 to PLN 352,000.00;
4. Annex 4 – determination of the value of the assets of the Target Company as at [] (i.e. a date in the month preceding the filing of the application for publication of the Merger Plan), prepared in accordance with Article 499 § 2 item 3 CCC;
5. Annex 5 – statement containing information on the accounting position of the Target Company, prepared for merger purposes as at [], using the same methods and presented in the same format as the latest annual balance sheet, in accordance with Article 499 § 2 item 4 CCC.

VIII. Final provisions

1. The Merger Plan shall be made available to the public free of charge on the websites of the Acquiring Company and the Target Company at www. continuously from the date of its publication until the conclusion of the shareholders' meeting adopting the merger resolution, in accordance with Article 500 § 2¹ CCC.
2. The Merger Plan has been executed in two counterparts of identical content, one for each Company and for the purposes of filing with the registry court.

For and on behalf of the Acquiring Company:

For and on behalf of the Target Company: