

GROUNDS FOR THE RESOLUTION

concerning amendment of the Company Constitution: § 8.2 in terms of granting the Supervisory Board with the right to call the Extraordinary General Meeting of Shareholders and §17 of the Company Constitution in terms of imposing the obligation to make announcements required by law pursuant to adequate provisions, with the reservation that the amendments of the Constitution come into force on 3 August 2009.

The Management Board of Mercor SA informs that passing of the resolution in the above-mentioned respect is legitimate due to the necessity to adapt the Company Constitution to the changes in the Commercial Companies' Code, which will come into force on 03 August 2009.

GROUNDS FOR THE RESOLUTION

**concerning
adoption of the new wording of the Rules of the General Meeting of Shareholders**

The Management Board of Mercor SA informs that passing of the resolution in the above-mentioned respect is legitimate due to the necessity to adapt the Rules of the General Shareholders Meeting to the changes in the Commercial Companies' Code, which will come into force on 03 August 2009.

GROUNDS FOR THE RESOLUTION

**concerning
amendments in the Rules of the Supervisory Board**

The Management Board of Mercor SA informs that passing of the resolution in the above-mentioned respect is legitimate due to the necessity to adapt the Rules of the Supervisory Board to the changes in the Commercial Companies' Code, which will come into force on 03 August 2009.

GROUNDS FOR THE RESOLUTION

**concerning
approval of the Report of the Supervisory Board on its activity in 2008.**

The Management Board of Mercor SA informs that passing of the resolution in the above-mentioned respect is the consequence of presenting the Report on the Supervisory Board's activities to the General Meeting of Shareholders.

GROUNDS FOR THE RESOLUTION
concerning authorization of the Supervisory Board to adapt a
consolidated text of the Company Constitution

The Management Board of Mercor SA informs that passing of the resolution in the above-mentioned respect is the consequence of anticipated amendments of the Constitution to be introduced by the General Meeting of Shareholders.