

## OPINION OF THE MANAGEMENT BOARD OF PCF GROUP S.A.

of 27 April 2021

**setting out the reasons for authorizing the Management Board to exclude preemptive rights of the Company's current shareholders in full or in part upon consent of the Supervisory Board and the manner of determining the issue price of the Company shares in connection with the authorization granted to the Management Board to increase the Company's share capital within limits of the authorized capital**

Pursuant to Article 447 § 2 in conjunction with Article 433 § 2 of the Act of 15 September 2000 – Commercial Companies Code (the "**Commercial Companies Code**"), the Management Board of PCF Group S.A. with its registered office in Warsaw (the "**Company**") adopted this opinion on 27 April 2021 with reference to the item on the agenda of the General Meeting of the Company scheduled for 24 May 2021 which provides for the adoption of a resolution on amendments to the Articles of Association of the Company and authorization of its Management Board to increase the share capital within limits of the authorized capital and to exclude preemptive rights of the Company's current shareholders in full or in part upon consent of the Supervisory Board (the "**Authorized Capital**").

- 1. The authorization for the Management Board to increase the share capital of the Company within the authorized capital, with the option of the Management Board to exclude current shareholders' preemptive rights in full or in part, subject to Supervisory Board's consent**

The proposed amendments to the Company's Articles of Association and establishment of the Authorized Capital as an instrument allowing Management Board to exclude preemptive rights of the Company's current shareholders in full or in part upon consent of the Supervisory Board are both closely related to the implementation of the Company's short- and mid-term strategy to acquire new development team or teams or start new development studios for the Group, or acquire other video game developers.

Given the dynamic character of the game development industry, a flexible instrument such as the Authorized Capital will help the Management Board implement the strategy by swiftly and effectively completing transactions aimed at acquiring a new development team or teams or game development industry businesses in order to create new concepts or develop games, should an attractive business opportunity arise, and should the transaction structure envisage the issuance of new shares by the Company, or should the continued commitment of the target company's shareholders be deemed paramount for further development of that company or its group. With the Authorized Capital in place, the Management Board of the Company will be able to use the authorization to increase the share capital within its limits to adjust the size and timing of share issues to the identified business opportunities and the Company's and its group's current needs. This will greatly shorten the time necessary to complete an acquisition and help the Company compete on the global market with offers made by other entities proposing share exchange, which the Management Board believes to be a key advantage in the gaming industry, especially outside Poland. It will also help reduce the costs of such transactions.

At the same time, the Management Board would like to emphasize that increasing the Company's share capital within limits of the Authorized Capital does not preclude pursuing the Company's and its group's strategy in the scope described above by way

of acquiring new development studios (or their teams or shares) with use of the funds raised by the Company in the public offer of its shares executed in Q4 2020 based on the prospectus approved by the Polish Financial Supervision Authority on 25 November 2020. This path towards implementation of the Company's strategy is a valid alternative to issuing shares within limits of the Authorized Capital, however the Management Board's practice shows that in order to effectively pursue the Company's strategy the Management Board must be able to use either or both forms of settling the acquisitions in order to successfully complete such acquisitions.

The Management Board also points out that any share capital increase within limits of the Authorized Capital will not exceed 5% of the Company's current share capital, and the authorization period is three years, which means that the Authorized Capital will not result in significant ownership changes in the Company.

The funds raised by issuing shares in each share capital increase within limits of the Authorized Capital will be used for pursuing Company's strategic business goals, such as acquiring game development companies (including development studios) for the purpose of creating new concepts or development of games, or supporting the development of the Company's self-publishing capacity.

In view of the foregoing, the Management Board of the Company believes that the ability to issue shares as part of a share capital increase within limits of the Authorized Capital while excluding preemptive rights of the Company's existing shareholders in full or in part upon consent of the Supervisory Board of the Company is in the interest of the Company and serves its strategic goals. Therefore, the Management Board gives its favorable opinion on the issuance of shares on the terms proposed in the resolution of the Company's Extraordinary General Meeting.

## **2. The method of setting the issue price**

According to the proposed resolution of the Company's Extraordinary General Meeting, consent of the Supervisory Board of the Company is required for the adoption of any resolution of the Management Board determining the issue price of shares issued within the Authorized Capital. The Management Board believes that given the maximum, three-year period of the authorization to increase the Company's share capital within limits of the Authorized Capital and the conceivable variety of the terms of business transactions, it is reasonable that the Management Board should seek consent of the Supervisory Board to establish the issue price of the issued shares in the manner proposed by the Management Board in each case. Such a mechanism of aligning the positions of the Company's corporate bodies will best protect the interests of the Company's shareholders.

## **3. Conclusions**

In view of the premises set out above, the Management Board of the Company recommends that the Extraordinary General Meeting adopts the Resolution regarding the Authorized Capital.