

**DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF
PCF GROUP S.A. OF WARSAW
CONVENED FOR 13 APRIL 2022**

**Resolution No. 1 /04/2022
of the Extraordinary General Meeting of
PCF Group S.A.
dated 13 April 2022
to appoint the Chair of the General Meeting**

The Extraordinary General Meeting hereby appoints Mr/Ms [_____] as the Chair of the Meeting.

Grounds for the resolution: Pursuant to Art. 409.1 of the Commercial Companies Code, the chair of the general meeting should be elected from among the persons entitled to attend the meeting.

**Resolution No. 2/04/2022
of the Extraordinary General Meeting of
PCF Group S.A.
dated 13 April 2022
not to appoint the Ballot Counting Committee**

The Extraordinary General Meeting hereby resolves not to appoint a Ballot Committee as the Meeting will use an electronic ballot counting system.

Grounds for the resolution: The Ballot Counting Committee is responsible for counting votes cast 'for' and 'against' a resolution and abstaining votes during votes held at the General Meeting. Since the Company uses an electronic vote counting system, there is no reason to appoint the Ballot Counting Committee.

**Resolution No. 3/04/2022
of the Extraordinary General Meeting of
PCF Group S.A.
dated 13 April 2022
to adopt the agenda for the General Meeting**

The Extraordinary General Meeting hereby adopts the following agenda for the Meeting:

1. Opening of the Meeting.
2. Appointment of the Chair of the Meeting and preparation of the attendance list.
3. Confirmation that the Meeting has been properly convened and has the capacity to pass resolutions.
4. Voting on a resolution not to appoint the Ballot Counting Committee.
5. Voting on a resolution to adopt the agenda for the Meeting.
6. Voting on a resolution to approve the co-opted member of the Supervisory Board.

7. Voting on a resolution to amend and adopt the consolidated text of the Rules of Procedure for the Supervisory Board.
8. Presentation to the Extraordinary General Meeting of information on the Company's statement of compliance with the Code of Best Practice for WSE Listed Companies 2021 with respect to the powers of the General Meeting and shareholders of the Company.
9. Closing of the Meeting.

Grounds for the resolution: The purpose of adopting the agenda is to identify matters that may be voted on at the General Meeting. Pursuant to Art. 404.1 of the Commercial Companies Code, no resolution may be passed by the general meeting on any matters that are not included in its agenda unless the entire share capital is represented at the general meeting and none of those present objects to the adoption of the resolution on a given matter.

**Resolution No. 4/04/2022
of the Extraordinary General Meeting of
PCF Group S.A.
dated 13 April 2022
to approve the co-opted member of the Supervisory Board**

Following resignation of Mr Aleksander Marcin Ferenc as member of the Company's Supervisory Board, tendered on 3 March 2022 with effect from 3 March 2022 and the Supervisory Board electing on 7 March 2022 pursuant to Art. 23 of the Company's Articles of Association to the Supervisory Board of Ms. Dagmara Zawadzka for a first joint Supervisory Board term of office, the Extraordinary General Meeting, acting pursuant to Art. 385.1 of the Commercial Companies Code of September 15th 2000 and Art. 16.2 and 16.3 as well as Art. 23.1 and Art. 23.3 of the Articles of Association of the Company, hereby resolves as follows:

Section 1

The Extraordinary General Meeting hereby approves the election of **Ms Dagmara Zawadzka** to the Company's Supervisory Board, appointed on 7 March 2022 pursuant to Art. 23.1 of the Company's Articles of Association by way of co-opting to the Supervisory Board, for the duration of the first joint term of office, which commenced on November 6th 2019, i.e. on the date of registration by the registry court of the transformation of the Company from a limited liability company into a joint-stock company, to serve as member of the Supervisory Board meeting the independence criteria required of audit committee members under the Act on Statutory Auditors, Audit Firms and Public Oversight of May 11th 2017.

Section 2

This resolution shall become effective as of its date.

Grounds for the resolution: Pursuant to Art. 385.1 of the Commercial Companies Code, the supervisory board of a public company should consist of at least five members, who are appointed and removed from office by the general meeting. By Resolution No. 7 of June 26th 2021, the Company's General Meeting resolved that the number of members of the Company's Supervisory Board, including the Chair of the Supervisory Board, should be five. If one member of the Supervisory Board resigns, a new member should be appointed to fill the vacancy. The vacancy has been filled in by the Supervisory Board

pursuant to Art. 23 of the Company’s Articles of Association reading that if, due to the expiry of the term of office of certain members of the Supervisory Board (for reasons other than revocation), the number of members of the Supervisory Board of a specific term decreases below the number of members indicated in the relevant provisions of the Articles of Association, including below the minimum number determined by statutes, the remaining members of the Supervisory Board, provided there are at least two of them, may co-opt a new member of the Supervisory Board who will perform his duties until the election of his/her successor by the next General Meeting. Nonetheless, the General Meeting may approve the co-opted member of the Supervisory Board. The Supervisory Board, in the composition supplemented with the co-opted members, will immediately convene a General Meeting in order to approve the co-opted member or elect his/her successor. Absent the approval of the co-opted Supervisory Board member or the election of his/her successor within 30 days of the date of convening the General Meeting, the term of office of the co-opted Supervisory Board member will continue on general terms. The General Meeting retains the right to revoke the co-opted Supervisory Board member.

**Resolution No. 5/04/2022
of the Extraordinary General Meeting of
PCF Group S.A.
dated 13 April 2022
to amend and adopt the consolidated text of the Rules of Procedure for the
Supervisory Board**

Pursuant to Art. 391.3 of the Commercial Companies Code of September 15th 2000 and Art. 15.4 of the Articles of Association of the Company, the Extraordinary General Meeting hereby resolves as follows:

Section 1

The Extraordinary General Meeting hereby amends the Rules of Procedure for the Supervisory Board by:

1. adding a new Section 4.4 in the Rules of Procedure for the Supervisory Board, which shall read as follows:
“4. The Supervisory Board shall give its opinion on draft resolutions submitted by the Management Board on matters included in the agenda of the General Meeting.”;
2. amending the following wording of Section 9.1 of the Rules of Procedure for the Supervisory Board:
“1 When passing resolutions, Supervisory Board members shall vote by open ballot. Voting on personnel matters shall be by secret ballot. A secret ballot shall also be held at the request of at least one Supervisory Board member.”

to read as follows:

“1 When passing resolutions, Supervisory Board members shall vote by open ballot.”

Section 2

The Extraordinary General Meeting hereby adopts the consolidated text of the amended Rules of Procedure for the Supervisory Board attached as Appendix 1 to this resolution.

Section 3

This resolution shall become effective as of its date.

Grounds for the resolution: In accordance with principle 2.4. of the *Code of Best Practice for WSE Listed Companies 2021*, the supervisory board should vote by open ballot, unless the law requires otherwise. Furthermore, Principle 4.7 of the Code of Best Practice provides that the supervisory board should give its opinion on draft resolutions submitted by the management board with respect to matters included in the agenda of the general meeting.

The Company has declared compliance with the above principles and with respect to providing its opinion on draft resolutions submitted by the management board with respect to matters included in the agenda of the general meeting the Company has indicated its intention to reaffirm the Company's existing practice in this respect by making relevant amendments to the Rules of Procedure for the Supervisory Board at the next General Meeting.

**Resolution No. 6/04/2021
of the Extraordinary General Meeting of
PCF Group S.A.
dated 13 April 2022
to determine how the cost of convening and holding the Extraordinary General
Meeting will be covered**

Section 1

The Extraordinary General Meeting of PCF Group S.A. of Warsaw (the "**Company**"), acting pursuant to Art. 400.4 of the – Commercial Companies Code of September 15th 2000 (consolidated text: Dz.U. of 2020, item 1526, as amended), hereby resolves that the costs of convening and holding the Extraordinary General Meeting on 13 April 2022 shall be borne by the Company.

Section 2

This resolution shall become effective as of its date.

Grounds for the resolution: The purpose of the resolution is to identify the entity that will cover the cost of convening the Extraordinary General Meeting.

Appendix 1 to Resolution No. 5/04/2022 of the Extraordinary General Meeting of PCF Group S.A. dated 13 April 2022 to amend and adopt the consolidated text of the Rules of Procedure for the Supervisory Board