

**DRAFT RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF
PCF GROUP S.A. OF WARSAW
TO BE HELD ON JUNE 27TH, 2023**

**Resolution No. 1/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

on the appointment the Chairperson of the Meeting

The Annual General Meeting hereby appoints Mr/Ms [_____] as the Chairperson of the Meeting.

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

**Resolution No. 2/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

on the appointment the Ballot Counting Committee

The Annual General Meeting hereby resolves not to appoint a Ballot Counting 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. 3/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

on the adoption of the agenda for the Annual General Meeting

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

1. Opening of the Annual General Meeting.
2. Appointment of the Chairperson of the Annual General Meeting and registration of attendance.
3. Confirmation that the Annual General Meeting has been properly convened and has the capacity to pass resolutions.
4. Voting on a resolution on the appointment of the Ballot Counting Committee.
5. Voting on a resolution on the adoption of the agenda for the Annual General Meeting.

6. Presentation by the Management Board of PCF Group S.A. of the Company's financial results and other material information included in the financial statements to be approved by the Annual General Meeting.
7. Consideration of the Supervisory Board's Report for the financial year 2022.
8. Consideration and, if thought fit, approval of:
 - a. The Directors' Report on the operations of PCF Group S.A. and its Group in 2022.
 - b. The full-year standalone financial statements of PCF Group S.A. for the financial year ended December 31st, 2022.
 - c. The full-year consolidated financial statements of the PCF Group S.A. Group for the financial year ended December 31st, 2022.
9. Voting on a resolution to allocate PCF Group S.A.'s net profit for the financial year 2022.
10. Voting on a resolution on the consideration and approval of the Report of the Supervisory Board and its Audit Committee on their activities in 2022, including the assessments referred to in Principle 2.11 of the Best Practice for GPW Listed Companies 2021.
11. Discussion of the Supervisory Board's Report on the remuneration of members of the Management Board and Supervisory Board in 2022.
12. Voting on a resolution to grant discharge from liability for member of the Management Board of PCF Group S.A. in respect of performance of his duties in 2022.
13. Voting on resolutions to grant discharge from liability for members of the Supervisory Board of PCF Group S.A. in respect of performance of their duties in 2022.
14. Closing of the Annual General 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 on 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. 4/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

on the consideration and approval of the Directors' Report on the operations of PCF Group S.A. and its Group in 2022

The Annual General Meeting of PCF Group S.A. of Warsaw (the "**Company**"), acting pursuant to Art. 393.1, Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code of September 15th, 2000 (consolidated text: Dz. U. of 2022, item 1467, as amended) and

pursuant to Art. 11.1.1 and 11.1.2 of the Company's Articles of Association, hereby resolves as follows:

Section 1

Following its consideration, the Annual General Meeting resolves to approve the Directors' Report on the operations of PCF Group S.A. and its Group in 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.1 of the Commercial Companies Code, the agenda of the annual general meeting should include consideration and approval of the directors' report on the company's operations in the previous financial year.

Resolution No. 5/06/2023 of the Annual General Meeting of PCF Group S.A. of June 27th, 2023

**on the consideration and approval of the full-year standalone financial statements of
PCF Group S.A. for the financial year ended December 31st, 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the "**Company**"), acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code of September 15th, 2000 (consolidated text: Dz. U. of 2022, item 1467, as amended) and pursuant to Art. 11.1.1 of the Company's Articles of Association, hereby resolves as follows:

Section 1

Following their consideration, the Annual General Meeting resolves to approve the full-year standalone financial statements of PCF Group S.A. for the financial year ended December 31st, 2022, comprising:

- the standalone statement of financial position as at December 31st, 2022, showing total assets and total equity and liabilities of PLN 324,530 thousand;
 - the standalone statement of profit or loss for the period January 1st – December 31st, 2022, showing a net profit of PLN 42,336 thousand;
 - the standalone statement of profit or loss and other comprehensive income for the period January 1st – December 31st, 2022, showing comprehensive income totalling PLN 42,336 thousand;
 - the standalone statement of changes in equity for the period January 1st – December 31st, 2022, showing an increase in equity of PLN 35,792 thousand;
 - the standalone statement of cash flows for the period January 1st – December 31st, 2022, showing a negative PLN 41,344 thousand change in net cash;
- and
- notes to the financial statements.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.1 of the Commercial Companies Code, the agenda of the annual general meeting should include consideration and approval of the company's financial statements for the previous financial year.

**Resolution No. 6/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on the consideration and approval of the full-year consolidated financial statements of
the PCF Group S.A. Group for the financial year ended December 31st, 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and Art. 395.5 of the Commercial Companies Code of September 15th, 2000 (consolidated text: Dz. U. of 2022, item 1467, as amended) and pursuant to Art. 11.1.2 of the Company's Articles of Association, hereby resolves as follows:

Section 1

Following their consideration, the Annual General Meeting resolves to approve the full-year consolidated financial statements of the PCF Group S.A. Group for the financial year ended December 31st, 2022, comprising:

- the consolidated statement of financial position as at December 31st, 2022, showing total assets and total equity and liabilities of PLN 350,804 thousand;
 - the consolidated statement of profit or loss for the period January 1st – December 31st, 2022, showing a net profit of PLN 21,984 thousand;
 - the consolidated statement of profit or loss and other comprehensive income for the period January 1st – December 31st, 2022, showing comprehensive income totalling PLN 24,702 thousand;
 - the consolidated statement of changes in equity for the period January 1st – December 31st, 2022, showing an increase in equity of PLN 18,087 thousand;
 - the consolidated statement of cash flows for the period January 1st – December 31st, 2022, showing a negative PLN 69,119 thousand change in net cash;
- and
- notes to the financial statements.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.5 of the Commercial Companies Code, the agenda of the annual general meeting may include consideration and approval of the financial statements of the group, as defined in the accounting laws.

**Resolution No. 7/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

on the allocation of PCF Group Spółka Akcyjna's net profit for the financial year 2022

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 395.2.2 of the Commercial Companies Code of September 15th, 2000 (consolidated text: Dz. U. of 2022, item 1467, as amended) (the “**Commercial Companies Code**”) and pursuant to Art. 11.1.3 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting resolves to allocate the Company's profit after tax (net profit) for the financial year 2022, of PLN 42,336,347.79 (forty-two million three hundred thirty-six thousand three hundred forty-seven zloty, seventy-nine groszy) to be allocated, in full, to the Company's statutory reserve funds.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.2 of the Commercial Companies Code, the agenda of the annual general meeting should include a resolution on allocation of profit or set-off of loss.

Furthermore, pursuant to the updated development strategy of the Company and its capital group, adopted by the Company on January 31st, 2023, and disclosed to the public in the Company's current report No. 3/2023 dated January 31st, 2023, the Management Board decided not to recommend the payment of dividend in relation to the profit generated for the financial year 2022. The above resolution implements the recommendation of the Management Board and provides for the allocation of the net profit for the financial year 2022, in full, to the Company's statutory reserve funds.

Resolution No. 8/06/2023 of the Annual General Meeting of PCF Group S.A. of June 27th, 2023

on the consideration and approval of the Report of the Supervisory Board and its Audit Committee on their activities in 2022, including the assessments referred to in Principle 2.11 of the Best Practice for GPW Listed Companies 2021

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 11.1. of the Company's Articles of Association in conjunction with Principle 2.11 of the Best Practice for GPW Listed Companies 2021, hereby resolves as follows:

Section 1

Following its consideration, the Annual General Meeting resolves to approve the Report of the Supervisory Board and its Audit Committee on their activities in 2022, including the assessments referred to in Principle 2.11 of the Best Practice for GPW Listed Companies 2021.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 382.3 of the Commercial Companies Code, special duties of the supervisory board include: (1) assessment of the directors' report on the company's operations and the company's financial statements for the previous financial year in terms of their consistency with the underlying accounting records,

supporting documents and facts, and (2) assessment of the management board's proposals concerning allocation of profit or set-off of loss, and (3) to prepare and submit to the general meeting an annual written report for the previous financial year (report of the supervisory board).

In accordance with principle 2.11. of the Best Practice for GPW Listed Companies 2021, the supervisory board prepares and presents to the annual general meeting for approval an annual report on its activities. Such report should include at least: (i) information on the composition of the supervisory board and its committees, specifying which members of the supervisory board satisfy the independence criteria set out in the Act on Statutory Auditors, and which members have no actual and material links to any shareholder holding 5% or more of total voting rights in the company, as well as information on the composition of the supervisory board in terms of diversity; (ii) a summary of the activities of the supervisory board and its committees; (iii) assessment of the company's standing on a consolidated basis, including an assessment of the internal control, risk management and compliance systems and the internal audit function, and information about measures taken by the supervisory board to perform such assessment; such assessment should cover all significant controls, in particular reporting and operational controls; (iv) assessment of the company's compliance with the corporate governance principles and of the fulfilment of its disclosure obligations concerning compliance with the corporate governance principles defined in the Stock Exchange Rules and the regulations on current and periodic reports to be published by issuers of securities, and information about measures taken by the supervisory board to perform such assessment; (v) assessment of the validity of expenses incurred by the company and its group to support culture, sports, charities, media, social organisations, trade unions, etc.; if the company or its group incurred such expenses in the reporting year, the report should contain a list of such expenses; (vi) information regarding the degree of implementation of the diversity policy applicable to the management board and the supervisory board, including the achievement of diversity goals e.g. with respect to gender, education, expertise, age and professional experience.

**Resolution No. 9/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on granting discharge from liability for member of the Management Board of PCF
Group S.A. in respect of performance of his duties in the financial year 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the "**Company**"), acting pursuant to Art. 11.1.4 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants discharge from liability for **Sebastian Wojciechowski** in respect of performance of his duties as President of the Management Board of PCF Group S.A. in the financial year 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the annual general meeting should include grant of discharge from liability for members of the company's governing bodies.

**Resolution No. 10/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on granting discharge from liability for member of the Supervisory Board of PCF
Group S.A. in respect of performance of his duties in the financial year 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 11.1.4 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants discharge from liability for **Mikołaj Wojciechowski** in respect of performance of his duties as Chairman of the Supervisory Board of PCF Group S.A. in the financial year 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the annual general meeting should include grant of discharge from liability for members of the company's governing bodies.

**Resolution No. 11/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on granting discharge from liability for member of the Supervisory Board of PCF
Group S.A. in respect of performance of his duties in the financial year 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 11.1.4 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants discharge from liability for **Kuba Dudek** in respect of performance of his duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the annual general meeting should include grant of discharge from liability for members of the company's governing bodies.

**Resolution No. 12/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on granting discharge from liability for member of the Supervisory Board of PCF
Group S.A. in respect of performance of his duties in the financial year 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 11.1.4 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants discharge from liability for **Jacek Pogonowski** in respect of performance of his duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the annual general meeting should include grant of discharge from liability for members of the company's governing bodies.

**Resolution No. 13/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on granting discharge from liability for member of the Supervisory Board of PCF
Group S.A. in respect of performance of her duties in the financial year 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 11.1.4 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants discharge from liability for **Barbara Sobowska** in respect of performance of her duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the annual general meeting should include grant of discharge from liability for members of the company's governing bodies.

**Resolution No. 14/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on granting discharge from liability for member of the Supervisory Board of PCF
Group S.A. in respect of performance of his duties in the financial year 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 11.1.4 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants discharge from liability for **Aleksander Ferenc** in respect of performance of his duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the annual general meeting should include grant of discharge from liability for members of the company's governing bodies.

**Resolution No. 15/06/2023
of the Annual General Meeting
of PCF Group S.A.
of June 27th, 2023**

**on granting discharge from liability for member of the Supervisory Board of PCF
Group S.A. in respect of performance of her duties in the financial year 2022**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 11.1.4 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting hereby grants discharge from liability for **Dagmara Zawadzka** in respect of performance of her duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2022.

Section 2

This resolution shall become effective upon its adoption.

Grounds for the resolution: Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the annual general meeting should include grant of discharge from liability for members of the company's governing bodies.