

**DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF
PCF GROUP S.A. OF WARSAW
TO BE HELD ON DECEMBER 11TH, 2023**

**Resolution No. 1/12/2023
of the Extraordinary General Meeting
of PCF Group S.A. with its registered office in Warsaw (the "Company")
of December 11th, 2023**

on the appointment of the Chair of the 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 appointed from among the persons entitled to attend the meeting.

**Resolution No. 2/12/2023
of the Extraordinary General Meeting
of PCF Group S.A. with its registered office in Warsaw (the "Company")
of December 11th, 2023**

on the appointment of the Ballot Counting Committee

The Extraordinary General Meeting hereby resolves not to appoint a Ballot Counting Committee as the General 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. 3/12/2023
of the Extraordinary General Meeting
of PCF Group S.A. with its registered office in Warsaw (the "Company")
dated December 11th, 2023**

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting adopts the following agenda:

1. Opening the Extraordinary General Meeting.
2. Electing the Chair of the Extraordinary General Meeting and preparing an attendance list.
3. Confirming that the Extraordinary General Meeting has been properly convened and is capable of adopting binding resolutions.
4. Adopting a resolution on the election of the Ballot Committee.
5. Adopting a resolution on the adoption of the agenda.

6. Adopting a resolution revising the remuneration of the Supervisory Board members.
7. Adopting a resolution revising the remuneration of members of the Supervisory Board's Audit Committee.
8. Closing the Extraordinary 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. 4/12/2023
of the Extraordinary General Meeting
of PCF Group S.A. with its registered office in Warsaw (the "Company")
dated December 11th, 2023
revising the remuneration of the Supervisory Board members**

The Extraordinary General Meeting, acting pursuant to Article 392 § 1 of the Act of 15 September 2000 – Commercial Companies Code (consolidated text in Dz. U. of 2022, item 1467 as amended) and § 19 Section 1 of the Company's Articles of Association, resolves:

§ 1.

1. The Extraordinary General Meeting determines the remuneration of the Supervisory Board members as follows:
 - a) monthly remuneration of the Chair of the Company's Supervisory Board - PLN 3,000.00;
 - b) monthly remuneration of each of the remaining members of the Company's Supervisory Board - PLN 2,500.00.
2. Notwithstanding the foregoing, each member of the Supervisory Board is entitled to an allowance of PLN 1,500.00 for participation in each meeting of the Company's Supervisory Board.
3. If a member or Chair of the Supervisory Board hold their position for less than a full month, the remuneration referred to in Section 1 above will be paid *pro rata*.
4. The remuneration referred to in this § 1 is due as of 1 January 2024.

§ 2.

As of 1 January 2024, Resolution No. 10 of the Company's Extraordinary General Meeting dated 26 June 2020 on determining the remuneration of members of the Supervisory Board, will expire.

§ 3.

This resolution becomes effective upon its adoption.

Grounds for the resolution: The remuneration of the members of the Company's Supervisory Board was originally determined in Resolution No. 10 of the Company's Extraordinary General Meeting of Shareholders adopted on June 26, 2020, and has not been changed since then. Meanwhile, over the past three years, there has been a dynamic development of the Company and its capital group, both in terms of structure and operations. In addition, as the consequence of amendments to the Commercial Companies Code effective from October 13, 2022, there was an increase in the role of supervisory boards in joint-stock companies, as well as an expansion of the powers and responsibilities of supervisory board members.

The increase in the remuneration of the members of the Company's Supervisory Board, including the allowance for attendance at each Supervisory Board meeting, is aimed at adjusting it to the increased workload and expanded scope of duties and responsibilities within the framework of the Company's Supervisory Board members' ongoing supervision of the Company's activities in all areas of its operations. Further, the allowance for attendance at each Supervisory Board meeting has also a pro-attendance character.

**Resolution No. 5/12/2023
of the Extraordinary General Meeting
of PCF Group S.A. with its registered office in Warsaw (the "Company")
dated December 11th, 2023
revising the remuneration of members of the Supervisory Board's Audit Committee**

The Extraordinary General Meeting, acting pursuant to Article 392 § 1 of the Act of 15 September 2000 – Commercial Companies Code (consolidated text in Dz. U. of 2022, item 1467 as amended) and § 19 Section 1 of the Company's Articles of Association, resolves:

§ 1.

1. The Extraordinary General Meeting determines the amount of remuneration due to members of the Supervisory Board's Audit Committee, in addition to their remuneration awarded in Resolution No. 4/12/2023 of the Extraordinary General Meeting dated December 11th, 2023, revising the remuneration of members of the Company's Supervisory Board, as follows:
 - a) monthly remuneration of the Chair of the Supervisory Board's Audit Committee – PLN 2,000.00;
 - b) monthly remuneration of a member of the Supervisory Board's Audit Committee having the knowledge and skills in the scope of accounting or auditing – PLN 2,000.00, provided that if such an Audit Committee member concurrently serves as the Chair of the Supervisory Board's Audit Committee, they will only be entitled to the remuneration referred to in letter a) above;
 - c) monthly remuneration of each of the remaining members of the Supervisory Board's Audit Committee - PLN 1,500.00.
2. Notwithstanding the foregoing, each member of the Supervisory Board's Audit Committee is entitled to an allowance of PLN 2,000.00 for participation in each meeting of the Supervisory Board's Audit Committee.

3. If a member of the Supervisory Board's Audit Committee (including its Chair) holds their position for less than a full month, the remuneration referred to in Section 1 above will be paid *pro rata*.
4. The remuneration referred to in this § 1 is due as of 1 January 2024.

§ 2.

As of 1 January 2024, Resolution No. 11 of the Extraordinary General Meeting of the Company dated 26 June 2020 on determining an additional remuneration of members of the Supervisory Board's audit committee, will expire.

§ 3.

This resolution becomes effective upon its adoption.

Grounds for the resolution: The remuneration of the members of the Supervisory Board's Audit Committee was originally determined in Resolution No. 11 of the Company's Extraordinary General Meeting of Shareholders adopted on June 26, 2020, and has not been changed since then. Meanwhile, over the past three years, there has been a dynamic development of the Company and its capital group, both in terms of structure and operations. The increase in the remuneration of the members of the Supervisory Board's Audit Committee, including the allowance for attendance at each Supervisory Board's Audit Committee meeting, is aimed at adjusting it to the increased workload in performing the tasks set forth in Article 130 section 1 of the Act of May 11, 2017 on Auditors, Audit Firms and Public Supervision, on a continuous basis. Further, the allowance for attendance at each Supervisory Board's Audit Committee meeting has also a pro-attendance character.