

**DRAFT RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF  
PCF GROUP S.A. OF WARSAW  
TO BE HELD ON JUNE 23<sup>rd</sup>, 2025**

**Resolution No. 1/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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. 2/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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. 3/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024.
8. Consideration and, if thought fit, approval of:
  - a. The Directors' Report on the operations of PCF Group S.A. and its Group in 2024.
  - b. The full-year standalone financial statements of PCF Group S.A. for the financial year ended December 31<sup>st</sup>, 2024.
  - c. The full-year consolidated financial statements of the PCF Group S.A. Group for the financial year ended December 31<sup>st</sup>, 2024.
9. Voting on a resolution to cover PCF Group S.A.'s net loss for the financial year 2024.
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 2024, 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 2024.
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 2024.
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 2024.
14. Voting on a resolution to amend the Company's Articles of Association and concerning an authorization for the Management Board to increase the share capital within limits of the authorized capital and issue subscription warrants vesting the right to subscribe for shares issued within limits of the authorized capital, with the authorization for the Management Board to exclude, subject to the Supervisory Board's consent, the current shareholders' preemptive rights in full or in part with respect to the shares or subscription warrants issued within limits of the authorized capital.
15. Voting on a resolution to amend the Company's Articles of Association.
16. Voting on a resolution to adopt the consolidated text of the Company's Articles of Association.
17. 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. 4/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**on the consideration and approval of the Directors' Report on the operations of  
PCF Group S.A. and its Group in 2024**

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 15<sup>th</sup>, 2000 (consolidated text: Dz. U. of 2024, item 18, 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 2024.

**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. 5/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**on the consideration and approval of the full-year standalone financial  
statements of PCF Group S.A. for the financial year ended December 31<sup>st</sup>, 2024**

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 15<sup>th</sup>, 2000 (consolidated text: Dz. U. of 2024, item 18, 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 31<sup>st</sup>, 2024, comprising:

- the standalone statement of financial position as at December 31, 2024, showing total assets of PLN 315 161 thousand;
- the standalone statement of profit or loss for the period January 1–December 31, 2024, showing a net loss of PLN 228 578 thousand;
- the standalone statement of profit or loss and other comprehensive income for the period January 1–December 31, 2024, showing negative comprehensive income of PLN 228 578 thousand;

- the standalone statement of changes in equity for the period January 1–December 31, 2024, showing a decrease in equity of PLN 228 578 thousand;
- the standalone statement of cash flows for the period January 1–December 31, 2024, showing a PLN 63 412 thousand negative 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. 6/06/2025 of the Annual General Meeting of PCF Group S.A. of June 23<sup>rd</sup>, 2025**

#### **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 31<sup>st</sup>, 2024**

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 15<sup>th</sup>, 2000 (consolidated text: Dz. U. of 2024, item 18, 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 31<sup>st</sup>, 2024, comprising:

- the consolidated statement of financial position as at December 31, 2024, showing total assets and total equity and liabilities of PLN 373 353 thousand;
- the consolidated statement of profit or loss for the period January 1–December 31, 2024, showing a net loss of PLN 175 306 thousand;
- the consolidated statement of profit or loss and other comprehensive income for the period January 1–December 31, 2024, showing negative comprehensive income of PLN 177 214 thousand;
- the consolidated statement of changes in equity for the period January 1–December 31, 2024, showing a decrease in equity of PLN 177 111 thousand;
- the consolidated statement of cash flows for the period January 1–December 31, 2024, showing a PLN 65 924 thousand negative 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. 7/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**on covering PCF Group Spółka Akcyjna's net loss for the financial year 2024**

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 15<sup>th</sup>, 2000 (consolidated text: Dz. U. of 2024, item 18, 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 cover the Company's net loss for the financial year 2024, of PLN 228,578,189.69 (two hundred twenty-eight million five hundred seventy-eight thousand one hundred eighty-nine zlotys, sixty-nine groszy) to be covered, in full, from 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.

**Resolution No. 8/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**on the consideration and approval of the Report of the Supervisory Board and its  
Audit Committee on their activities in 2024, 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 2024, 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. 9/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024**

The Annual General Meeting of PCF Group S.A. of Warsaw (the "**Company**"), acting pursuant to Art. 393.1 and 395.2.3 of the Commercial Companies Code, as well as 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 2024.

**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. 10/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and 395.2.3 of the Commercial Companies Code, as well as 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 2024.

**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. 11/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and 395.2.3 of the Commercial Companies Code, as well as 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 2024.

**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. 12/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and 395.2.3 of the Commercial Companies Code, as well as 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 2024.

**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. 13/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and 395.2.3 of the Commercial Companies Code, as well as 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 2024.

**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. 14/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and 395.2.3 of the Commercial Companies Code, as well as 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 2024.

**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. 15/06/2025  
of the Annual General Meeting  
of PCF Group S.A.  
of June 23<sup>rd</sup>, 2025**

**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 2024**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and 395.2.3 of the Commercial Companies Code, as well as 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 **Lidia Banach-Hoheker** in respect of performance of her duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2024.

**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. 16/06/2025  
of the Annual General Meeting  
of PCF Group S.A. with its registered office in Warsaw (the “Company”)  
dated June 23<sup>rd</sup>, 2025**

**on amendments to the Company's Articles of Association and concerning an authorization for the Management Board to increase the share capital within limits of the authorized capital and issue subscription warrants vesting the right to subscribe for shares issued within limits of the authorized capital, with the authorization for the Management Board to exclude, subject to the Supervisory Board's consent, the current shareholders' preemptive rights in full or in part with respect to the shares or subscription warrants issued within limits of the authorized capital**

The Annual General Meeting of PCF Group S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 444 § 1-7, Article 445, Article 447 and Article 430 of the Act of 15 September 2000 - Commercial Companies Code (consolidated text in Dziennik Ustaw of 2024, item 18 as amended) and § 11 Section 1 Clauses 5 and 6 and § 12 of the Articles of Association of the Company, resolves:

**§1.**

The Annual General Meeting amends the Articles of Association of the Company by adding after § 5 a new § 5<sup>1</sup> reading as follows:

*"§ 5<sup>1</sup>*

- 1. The Management Board of the Company is authorized to increase the Company's share capital by an amount not exceeding in aggregate PLN 215,641.62 (two hundred fifteen thousand six hundred forty-one zlotys sixty-two groszy) in one or more share capital increases within the limit specified above (authorized capital), by way of issuing ordinary bearer shares with the nominal value of PLN 0.02 (two groszy) each, in a number not exceeding 10,782,081 (ten million seven hundred eighty-two thousand eighty-one) shares.*
- 2. The Management Board's authorization provided in Clause 1 above will expire as of the third anniversary of registration of the amendment to the Articles of Association of the Company adopted in the Annual General Meeting's Resolution No. 16/06/2025 dated 23 June 2025 in the register of entrepreneurs of the National Court Register.*
- 3. The Management Board's authorization referred to in Clause 1 above includes the authority to issue subscription warrants entitling their holders to exercise the right to subscribe for no more than 10,782,081 (ten million seven hundred eighty-two thousand eighty-one) ordinary bearer shares of the Company with the nominal value of PLN 0.02 (two groszy) each, with the term to exercise the subscription right expiring upon lapse of the authorization period specified in Clause 2 above.*
- 4. In increasing the share capital within the limits of the authorized capital the Management Board may issue shares for cash contribution.*
- 5. The shares issued within the authorized capital will participate in the dividend as follows:*
  - (a) the shares recorded for the first time on the securities account on or before the dividend record date established in the General Meeting's resolution on the distribution of profit, will participate in the dividend starting with the profit earned*

*for the preceding fiscal year, i.e., from 1 January of the fiscal year immediately preceding the year in which such shares were recorded first time on the securities account;*

*(b) the shares recorded for the first time on the securities account on a day falling after the dividend record date established in the General Meeting's resolution on the distribution of profit, will participate in the dividend starting with the profit earned for the fiscal year in which such shares were recorded first time on the securities account, i.e. from 1 January of that fiscal year.*

6. *Consent of the Supervisory Board is required for the adoption of any resolution by the Management Board determining the issue price or the manner of determining the issue price of shares issued within the authorized capital.*

7. *Without prejudice to Clause 9 (c) below, upon the consent of the Supervisory Board, the Management Board is authorized, in the Company's interest, to exclude preemptive rights of the Company's current shareholders in full or in part with respect to any shares or subscription warrants issued within the limits of the authorized capital.*

8. *The Management Board may not issue preferred shares or afford any personal rights to any of the shareholders acquiring shares in a share capital increase executed within the limits of the authorized share capital.*

9. *Save as required by law or the provisions of this Section, the Management Board is authorized to decide on all matters related to an increase of the share capital within the limits of the authorized capital. In particular, the Management Board is authorized to:*

*(a) determine the number of shares to be issued in each increase of the share capital within the limits of the authorized capital;*

*(b) determine each time the number of subscription warrants and other detailed terms of their issuance within limits of the authorized capital, including the decision whether to issue subscription warrants within limits of the authorized capital against consideration or free of charge;*

*(c) determine the detailed terms and manner of carrying out the issuance of shares or subscription warrants and the manner of making proposals to subscribe for shares or subscription warrants issued within limits of the authorized capital by way of private placement or closed or open subscription, including by way of a public offering exempted from the obligation to prepare and publish a prospectus referred to in Article 1(4) of Regulation (EU) 2017/1129, provided that if the Management Board decides, with the Supervisory Board's approval, to exclude the existing shareholders' pre-emptive rights (in whole or in part) to the shares or subscription warrants issued within limits of the authorized capital, the Management Board will be obliged to grant the Company's shareholders holding, as of the end of a determination date specified in Management Board's resolution (the "Preference Date"), Company shares with the aggregate nominal value representing no less than 0.25% (zero point twenty-*

five percent) of the Company's share capital (which applies to any individual shareholder and any group of shareholders whose assets are managed by a the same institution) (collectively, the "Eligible Investors"), who place correct subscriptions for shares or subscription warrants issued within limits of the authorized share capital at a price not lower than the issue price set by the Management Board, and provide information on the number of Company shares held at the end of the Preference Date in the subscription process, priority rights to be allotted the shares or subscription warrants issued within limits of the authorized capital before other investors in at least such number that, after the issuance of shares within limits of the authorized capital, will enable each Eligible Investor to maintain its share in the Company's share capital at a level not lower than the share held by such Eligible Investor at the end of the Preference Date. If the number of shares so determined is not an integer, it will be rounded down to the nearest integer (the "Priority Right");

(d) determine the technical and organizational aspects related to the exercise of the Priority Right to the extent not regulated in the Company's Articles of Association;

(e) enter into underwriting agreements or other agreements securing the success of the share issue;

(f) take any actual and legal actions in order to cause (i) the Company to seek admission to trading and listing on the regulated market operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., the "**WSE**") of its shares, or of the rights to shares or subscription warrants should the conditions for their admission and listing be fulfilled; (ii) dematerialization, as defined in the Act of 29 July 2005 on Trading in Financial Instruments, of the shares, rights to shares or subscription warrants, as well as to take any actual and legal actions, including the filing of appropriate applications, statements and notifications as required by law and the regulations, resolutions or guidelines of the WSE or the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A., the "**NDS**") with respect to: (x) seeking admission to trading and listing of the shares, rights to shares or subscription warrants on the regulated market operated by the WSE; (y) dematerialization of shares, rights to shares or subscription warrants; and (z) executing with the NDS an agreement regarding the registration of the shares, or of the rights to shares or subscription warrants, should the conditions for their admission and listing on the regulated market operated by the WSE be fulfilled, in the securities deposit kept by the NDS."

## **§2.**

The amendment to the Articles of Association described in § 1 above becomes effective as of its registration in the Register of Entrepreneurs of the National Court Register.

## **§3.**

1. The rationale behind the adoption of this Resolutions is to equip the Company

with a flexible instrument to swiftly and effectively obtain financing for the purpose of providing funds to cover the costs of day-to-day operations, including the costs of production and release of its own games developed by development teams operating within the structures of the Company group.

2. The Management Board may use this authorization to increase the share capital within the limits of the authorized capital afforded in this Resolution to adjust the size and timing of share or subscription warrants issues effected by the Company to the identified business opportunities in the capital market as well as the Company's and its group's current needs. This instrument facilitating the share capital increase and share or subscription warrants issue processes will significantly reduce the time necessary to raise the necessary funds, and reduce its costs.

#### **§4.**

1. Attached to this Resolution is a written opinion of the Management Board 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's shares in connection with the authorization granted to the Management Board to increase the Company's share capital within the limits of the authorized capital.
2. The Annual General Meeting has reviewed the substantiation for establishing the authorized capital presented in § 3 above and the Management Board's opinion setting out the reasons for authorizing the Management Board to exclude preemptive rights of the Company's current shareholders and the manner of determining the issue price of the Company's shares, and it approves the position of the Management Board, considers it reasonable and therefore compliant with the requirements of the Commercial Companies Code.

#### **§5.**

The Annual General Meeting authorizes the Supervisory Board to adopt an amended and restated text of the Articles of Association incorporating the amendments contemplated in §1 above, as soon as they are registered in the Register of Entrepreneurs of the National Court Register.

#### **§6.**

This resolution becomes effective upon its adoption.

**Schedule to Resolution No. [•]/06/2025 of the Annual General Meeting of PCF Group S.A. with its registered office in Warsaw (the "Company") dated June 23<sup>rd</sup>, 2025 on the amendments to the Company's Articles of Association and concerning an authorization for the Management Board to increase the share capital of the Company within limits of the authorized capital and issue subscription warrants vesting the right to subscribe for shares issued within limits of the authorized capital, with the authorization for the Management Board to exclude, subject to the Supervisory Board's consent, the current shareholders' preemptive rights in full or in part with respect to the shares or subscription warrants issued within**

## limits of the authorized capital

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

of 26 May 2025

**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's shares in connection with the authorization granted to the Management Board to increase the Company's share capital within the 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 (consolidated text in Dziennik Ustaw of 2024, item 18 as amended) (the **"Commercial Companies Code"**), the Management Board of PCF Group S.A. with its registered office in Warsaw (the **"Company"**) adopted this opinion on 26 May 2025 with reference to the item on the agenda of the General Meeting of the Company scheduled for 23 June 2025 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 the limits of the authorized capital and issue subscription warrants vesting the right to subscribe for shares issued within limits of the authorized capital, with the authority of the Management Board to exclude, subject to the Supervisory Board's consent, preemptive rights of the Company's current shareholders in full or in part with respect to the shares or subscription warrants issued within limits of the authorized capital (the **"Authorized Capital"**).

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

The proposed amendments to the Company's Articles of Association and establishment of the Authorized Capital as an instrument allowing the Management Board to exclude preemptive rights of the Company's current shareholders in full or in part upon consent of the Supervisory Board are related to the need to ensure financing of the Company's operations in the scope of the continued production and independent release of video games based on proprietary intellectual property owned by the Company group (the **"Group"**), developed by the development teams operating within the Group's structures, namely the Victoria (the "Lost Rift" video game) and Bifrost projects.

Given the limited ability to raise adequate debt financing, raising equity capital in the capital market may be the most effective form of procuring capital for those needs for the Company. Given the dynamic character of the game development industry and the capital market, a flexible instrument such as the Authorized Capital will enable the Management Board to efficiently raise financing when conditions on these markets are most favorable. Furthermore, enabling the Management Board to exclude the preemptive rights of the Company's existing shareholders in whole or in part upon consent

of the Supervisory Board allows the Company to raise additional capital much more swiftly and efficiently than the alternative process of increasing the share capital with pre-emptive rights preserved, particularly in light of current sentiment in the stock markets, and at the same time this form would require preparing and obtaining approval for a mandatory prospectus, with no obvious advantages of implementing such a scenario. If the Management Board decides to exclude pre-emptive rights to shares or subscription warrants, the proposed amendments to the Company's Articles of Association and the introduced Authorized Capital mechanism afford the Priority Right to the holders of a certain number of shares as of the Preference Date, which will let those shareholders maintain their existing share in the Company while achieving the objectives described above.

The funds raised from the equity instruments issuable within limits of the Authorized Capital will be used primarily to cover the costs related to the continued production and independent release of the Victoria project (the "Lost Rift" video game) and the Bifrost project, carried out by the Group within the so-called self-publishing model, i.e. by the Group as a publisher, using the Group's own funds. The Management Board believes that both projects have high commercial potential, which in the future, once they are released, may translate into significant financial benefits for the Group, such as sales proceeds, as well as non-financial benefits, such as an increase of the studio's reputation, which as a result will also have a positive impact on the Group's image and contribute to creating value for all its stakeholders.

In view of the foregoing, the Management Board believes that the creating the ability to issue shares or subscription warrants within limits of the Authorized Capital while excluding preemptive rights of all the Company's existing shareholders in full or in part upon consent of the Supervisory Board is in the interest of the Company. Therefore, the Management Board gives its favorable opinion on the issuance of shares on the terms proposed in the resolution of the General Meeting.

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

According to the proposed resolution of the General Meeting, consent of the Supervisory Board is required for the adoption of any resolution of the Management Board determining the issue price or the manner of 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 the limits of the Authorized Capital and the conceivable variety of the terms of business transactions, it is reasonable that the Management Board should seek the consent of the Supervisory Board to establish the issue price or the manner of establishing 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. Under the vested authority, the Company's Management Board will be able to freely determine the terms and conditions of the issued subscription warrants, which includes deciding whether to issue them for a consideration or free of charge, and to determine their issue price or a method of establishing the issue price if the

subscription warrants are issued for a consideration. However, the Supervisory Board's consent will be required to determine the issue price or the method of determining the issue price of shares subscribed for in exercise of the subscription rights arising from subscription warrants.

### **3. Conclusions**

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

**Grounds for the resolution:** The rationale behind the adoption of this resolution is to equip the Company with a flexible instrument to swiftly and effectively obtain financing for the purpose of providing funds to cover the costs of day-to-day operations, including the costs of production and release of its own games developed by development teams operating within the structures of the Company group. The Management Board may use this authorization to increase the share capital within the limits of the authorized capital afforded in this Resolution to adjust the size and timing of share or subscription warrants issues effected by the Company to the identified business opportunities in the capital market as well as the Company's and its group's current needs. This instrument facilitating the share capital increase and share or subscription warrants issue processes will significantly reduce the time necessary to raise the necessary funds, and reduce its costs.

**Resolution No. 17/06/2025  
of the Annual General Meeting  
of PCF Group S.A. with its registered office in Warsaw (the "Company")  
dated June 23<sup>rd</sup>, 2025  
on the amendment to the Company's Articles of Association**

The Annual General Meeting, acting pursuant to Article 430 § 1 of the Act of 15 September 2000 – Commercial Companies Code, resolves:

**§ 1**

The Annual General Meeting resolves to amend the Company's Articles of Association so that:

1. § 13 of the Articles of Association shall read as follows:

**“§ 13.**

1. *The Management Board manages the Company's business and represents the Company.*
2. *The Management Board consists of one or more members. The number of Management Board members is determined by the Supervisory Board.*
3. *The Management Board may consists of the President of the Management Board, Vice Presidents or Members of the Management Board.*
4. *The joint term of office of the Management Board members is five years.*
5. *The Management Board Members are appointed and revoked by the Supervisory Board. The Supervisory Board appoints at least one Management Board Member as the President or Vice President of the Management Board. The Supervisory Board may appoint more than one*



*Management Board member as Vice-President(s) of the Management Board.*

6. *Resolutions of the Management Board are adopted by an ordinary majority of the votes cast i.e. abstaining from a vote does not count as a vote cast. In the event of a tied vote, the President of the Management Board, if appointed, has the casting vote.*
  7. *If the Management Board consists of one person – the Company is represented individually by a member of the Management Board; if the Management Board is composed of more than one person – the Company is represented by the President of the Management Board acting jointly with a Vice President or another member of the Management Board or by a Vice President acting jointly with another member of the Management Board.*
  8. *Members of the Management Board receive remuneration for their work, determined in a resolution of the Supervisory Board. Additionally, Members of the Management Board may receive separate remuneration on the basis of agreements to provide advisory or consulting services, or services related to game development and production to the Company.*
  9. *The Management Board may only appoint registered proxies authorized to act jointly. Appointing a registered proxy requires the consent of all Members of the Management Board. A registered proxy can be revoked by any Member of the Management Board acting individually.”*
2. In § 14 of the Articles of Association, section 3 with the following wording shall be added after section 2:
- “3. *Approval of the Supervisory Board expressed in the form of a resolution requires:*
- 1) *incurring financial liabilities exceeding 10% of the Company’s equity as disclosed in the most recent approved annual financial statement, excluding transactions with companies from the Company’s capital group, unless such consent is required by applicable law;*
  - 2) *permanent disposal of all intellectual property rights existing at a given time to any games developed or in the process of being developed by the Company as part of the production and publishing of its own games.”*
3. § 16 of the Articles of Association shall read as follows:

**“§ 16.**

1. *The Supervisory Board consists of five to seven members. The number of members of the Supervisory Board is determined by the General Meeting.*
2. *The Supervisory Board members are appointed and revoked by the General Meeting.”*

4. § 18 section 1 of the Articles of Association shall read as follows:

**“§ 18.**

1. *As long as the Company is a public interest entity within the meaning of the provisions of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the Supervisory Board will appoint the audit committee. The audit committee will be made up of at least three members. A majority of the audit committee members should meet the independence criteria referred to in § 17 Section 1 of these Articles of Association. As regards the requirements concerning the composition of the audit committee, the provisions of the Act referred to in § 17 Section 1 of these Articles of Association will apply.”*

5. § 21 the Articles of Association shall read as follows:

**“§ 21.**

1. *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 these 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.*
2. *A Supervisory Board member will be deemed to be appointed at the time of such person's receipt of the representation on his/her appointment.*
3. *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.”*

**§ 2**

This resolution becomes effective upon its adoption, whereas the amendments to the Articles of Association adopted in § 1 above shall become binding upon entry of the amendments to the Articles of Association in the Register of Business Entities of the National Court Register. The amendments to the Articles of Association adopted in § 1 above do not affect the mandates and terms of office of members of the bodies, which are in effect at the time of entry of such amendments into the Register of Business Entities of the National Court Register.

**Grounds for the resolution:** This resolution provides for amendments to the Articles of Association of the Company with respect to: (i) the composition and rules for appointing members of the Company's Management Board; (ii) the rules for

representing the Company; (iii) the composition and rules for appointing members of the Company's Supervisory Board; and (iv) the requirement to obtain the approval of the Supervisory Board expressed in a resolution to take certain actions. Pursuant to Article 430 § 1 of the Commercial Companies Code, an amendment to the Articles of Association requires a resolution of the General Meeting and an entry in the register.

**Resolution No. 18/06/2025  
of the Annual General Meeting  
of PCF Group S.A. with its registered office in Warsaw (the "Company")  
dated June 23<sup>rd</sup>, 2025  
on the adoption of the consolidated text of the Company's Articles of Association**

The Annual General Meeting, in connection with the Resolution No. 17/06/2025 of the Extraordinary General Meeting of the Company dated June 23<sup>rd</sup>, 2025 (the "**Resolution**"), resolves:

**§ 1**

The Annual General Meeting resolves to adopt the consolidated text of the Company's Articles of Association in the version incorporating the amendments adopted by the Resolution, as set out in the schedule to this resolution.

**§ 2**

This resolution becomes effective upon its adoption, whereas the consolidated text of the Articles of Association adopted by this resolution shall become binding upon entry in the Register of Business Entities of the National Court Register of the amendments to the Articles of Association adopted in the Resolution.

**Schedule to Resolution No. 18/06/2025 of the Annual General Meeting of PCF Group S.A. with its registered office in Warsaw (the "Company") dated June 23<sup>rd</sup>, 2025 on the adoption of the consolidated text of the Company's Articles of Association**

**ARTICLES OF ASSOCIATION  
OF  
PCF GROUP SPÓŁKA AKCYJNA**

**I. GENERAL PROVISIONS**

**§ 1.**

1. The Company was created by way of the transformation of PCF Group spółka z ograniczoną odpowiedzialnością (a limited liability company) with its registered office in Warsaw into a joint-stock company.
2. The Company conducts business under the business name PCF Group Spółka Akcyjna.
3. The Company may use an abbreviated form of the part of its name designating its legal form: "S.A.".

## **§ 2.**

1. The Company has its registered office in the capital city of Warsaw.
2. The duration of the Company is unlimited.

## **§ 3.**

1. The Company operates in the territory of the Republic of Poland and abroad.
2. The Company may set up its branches, representative and affiliated offices, both in Poland and abroad, may operate establishments and other organizational units, establish entities, including companies of any business profile operating in Poland and abroad and participate in other companies as a partner or shareholder, pursuant to the relevant provisions of law.

## **II. THE COMPANY'S BUSINESS**

### **§ 4.**

1. The scope of Company's business:
  - 1) 18.13.Z – Pre-press and pre-media services,
  - 2) 18.20.Z – Reproduction of recorded media
  - 3) 26.40.Z – Manufacture of consumer electronics,
  - 4) 28.99.Z – Manufacture of other special-purpose machinery not elsewhere classified,
  - 5) 32.40.Z – Manufacture of games and toys,
  - 6) 33.19.Z – Repair and maintenance of other equipment,
  - 7) 33.20.Z – Installation of industrial machinery and equipment and fit-out;
  - 8) 47.65.Z – Retail sale of games and toys in specialized stores;
  - 9) 47.91.Z – Retail sale via mail order houses or via Internet;
  - 10) 58.11.Z – Book publishing;
  - 11) 58.12.Z – Publishing of directories and registers (e.g. street, phone directory);
  - 12) 58.13.Z – Publishing of newspapers;
  - 13) 58.14.Z – Publishing of journals and other periodicals;
  - 14) 58.19.Z – Other publishing activities;
  - 15) 58.21.Z – Publishing of computer games;

- 16) 58.29.Z – Other software publishing;
- 17) 59.11.Z – Motion picture, video and television program production activities;
- 18) 59.12.Z – Motion picture, video and television program post-production activities;
- 19) 59.13.Z – Motion picture, video and television program distribution activities;
- 20) 59.20.Z – Sound recording and music publishing activities;
- 21) 60.10.Z – Radio broadcasting;
- 22) 60.20.Z – Broadcasting of television programming on a free-to-air or subscription basis;
- 23) 62.01.Z – Computer programming activities;
- 24) 62.02.Z – Computer consultancy activities;
- 25) 62.03.Z – Computer facilities management activities;
- 26) 62.09.Z – Other information on technology and computer service activities;
- 27) 63.11.Z – Data processing, hosting and related activities;
- 28) 63.12.Z – Web portals;
- 29) 70.22.Z – Business and other management consultancy activities;
- 30) 74.20.Z – Photographic activities;
- 31) 79.90.C – Other information on reservation service activities not elsewhere classified;
- 32) 85.52.Z – Out-of-school forms of cultural education;
- 33) 90.01.Z – Performing arts activities;
- 34) 90.02.Z – Support activities to performing arts;
- 35) 90.03.Z – Support activities to performing arts;
- 36) 93.29.Z – Other amusement and recreation activities.

2. If any concession, license or permit is required to engage in a specific activity or if the conduct of any specific activity is reserved for authorized persons, the company may engage in such activity only upon obtaining the relevant concession, license or permit or if such activity is to be conducted through authorized persons.

3. If a resolution on a material change to the scope of the Company's business is adopted by a majority of two-thirds of the votes in the presence of persons representing at least one half of the share capital of the Company, the change to the scope of the Company's business takes place without the squeeze out of the shareholders who do not consent to the change.

### **III. SHARE CAPITAL OF THE COMPANY**

#### **§ 5.**

1. The share capital of the Company amounts to PLN 718,805.42 (seven hundred eighteen thousand eight hundred five zloty and forty-two groszy) and is divided into:
  - 1) 27,500,000 (twenty seven million five hundred thousand) Series A ordinary, bearer shares with the nominal value of PLN 0.02 (two groszy) each,
  - 2) 2,062,512 (two million sixty two thousand five hundred and twelve) Series B ordinary, bearer shares with the nominal value of PLN 0.02 (two groszy) each,
  - 3) 387,714 (three hundred eighty seven thousand seven hundred and fourteen) Series D ordinary, bearer shares with the nominal value of PLN 0.02 (two groszy) each,
  - 4) 136,104 (one hundred and thirty-six thousand one hundred and four) Series E ordinary, bearer shares with the nominal value of PLN 0.02 (two groszy) each,
  - 5) 3,343,037 (three million three hundred forty three thousand and thirty seven) Series F ordinary, bearer shares with the nominal value of PLN 0.02 (two groszy) each,
  - 6) 2,510,904 (two million five hundred ten thousand nine hundred four) Series G ordinary, bearer shares with the nominal value of PLN 0.02 (two groszy) each.
- 1<sup>1</sup>. Pursuant to "Resolution number 5 of the Extraordinary General Meeting of the Company of 26 June 2020 on the issue of subscription warrants, the conditional share capital increase through the issue of Series C ordinary shares, the exclusion of all the pre-emptive rights of current shareholders in relation to all the subscription warrants and all the Series C Shares, the seeking of the admission of Series C Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series C Shares and the authorization to conclude an agreement on the registration of the Series C Shares in the depository of securities, and on amendments to the Articles of Association of the Company", the share capital of the Company was conditionally increased by an amount not exceeding PLN 31,118.44 (thirty-one thousand one hundred and eighteen zlotys and forty-four groszy) through the issuance of no more than 1,555,922 (one million five hundred fifty-five thousand nine hundred and twenty-two) Series C ordinary bearer shares. The purpose of the conditional increase in the Company's share capital is to grant subscription rights in respect

of Series C Shares to holders of the subscription warrants referred to in Section 1<sup>2</sup> below.

- 1<sup>2</sup>. The persons authorized to acquire Series C Shares are holders of Series A and B subscription warrants issued by the Company pursuant to the resolution referred to in Section 1<sup>1</sup> above. The rights attached to the warrants to acquire Series C Shares may be exercised to 31 December 2025.
2. The shares in the Company may be registered or bearer shares.
3. The warrants may be issued in the form of multiple-share certificates.
4. Registered shares that are to be dematerialized pursuant to the provisions of the Act on Trading in Financial Instruments of 29 July 2005 will be converted to bearer shares upon their dematerialization.
5. Conversion of bearer shares into registered shares is not permitted.

## § 6.

The share capital of the Company referred to in § 5 was subscribed for in full, thus as result of the conversion:

- 1) Sebastian Wojciechowski ("**SW Shareholder**") acquired 15,852,500 (fifteen million eight hundred fifty-two thousand five hundred) Series A ordinary registered shares, marked with numbers from 1 through 15852500, with the nominal value of 2 (two) groszy per one share;
- 2) Bartosz Kmita acquired 2,750,000 (two million seven hundred fifty thousand) Series A ordinary registered shares, marked with numbers from 15852501 through 18602500, with the nominal value of 2 (two) groszy per one share;
- 3) Krzysztof Dolaś acquired 1,925,000 (one million nine hundred twenty-five thousand) Series A ordinary registered shares, marked with numbers from 18602501 through 20527500, with the nominal value of 2 (two) groszy per one share;
- 4) Bartosz Biełuszko acquired 1,925,000 (one million nine hundred twenty-five thousand) Series A ordinary registered shares, marked with numbers from 20527501 through 22452500, with the nominal value of 2 (two) groszy per one share;
- 5) Michał Nowak acquired 337,500 (three hundred thirty-seven thousand five hundred) Series A ordinary registered shares, marked with numbers from 22452501 through 22790000, with the nominal value of 2 (two) groszy per one share;
- 6) Jarosław Palczyński acquired 210,000 (two hundred ten thousand) Series A ordinary registered shares, marked with numbers from 22790001 through 23000000, with the nominal value of 2 (two) groszy per one share;
- 7) Bartłomiej Roch acquired 217,500 (two hundred seventeen thousand five hundred) Series A ordinary registered shares, marked with numbers from

23000001 through 23217500, with the nominal value of 2 (two) groszy per one share;

- 8) Krzysztof Przybyło acquired 217,500 (two hundred seventeen thousand five hundred) Series A ordinary registered shares, marked with numbers from 23217501 through 23435000, with the nominal value of 2 (two) groszy per one share;
- 9) Michał Dzięcielski acquired 217,500 (two hundred seventeen thousand five hundred) Series A ordinary registered shares, marked with numbers from 23435001 through 23652500, with the nominal value of 2 (two) groszy per one share;
- 10) Sebastian Kowalczyk acquired 285,000 (two hundred eighty five thousand) Series A ordinary registered shares, marked with numbers from 23652501 through 23937500, with the nominal value of 2 (two) groszy per one share;
- 11) Jarosław Surowiec acquired 367,500 (three hundred sixty-seven thousand five hundred) Series A ordinary registered shares, marked with numbers from 23937501 through 24305000, with the nominal value of 2 (two) groszy per one share;
- 12) Lech Arvaniti acquired 382,500 (three hundred eighty-two thousand five hundred) Series A ordinary registered shares, marked with numbers from 24305001 through 24687500, with the nominal value of 2 (two) groszy per one share;
- 13) Piotr Nowakowski acquired 337,500 (three hundred thirty-seven thousand five hundred) Series A ordinary registered shares, marked with numbers from 24687501 through 25025000, with the nominal value of 2 (two) groszy per one share;
- 14) Piotr Arendarski acquired 217,500 (two hundred seventeen thousand five hundred) Series A ordinary registered shares, marked with numbers from 25025001 through 25242500, with the nominal value of 2 (two) groszy per one share;
- 15) Dariusz Korotkiewicz acquired 210,000 (two hundred ten thousand) Series A ordinary registered shares, marked with numbers from 25242501 through 25452500, with the nominal value of 2 (two) groszy per one share;
- 16) Jarosław Eliaż-Skąpski acquired 210,000 (two hundred ten thousand) Series A ordinary registered shares, marked with numbers from 25452501 through 25662500, with the nominal value of 2 (two) groszy per one share;
- 17) Anna Kulczyńska acquired 67,500 (sixty seven thousand five hundred) Series A ordinary registered shares, marked with numbers from 25662501 through 25730000, with the nominal value of 2 (two) groszy per one share;
- 18) Krzysztof Cyngot acquired 150,000 (one hundred fifty thousand) Series A ordinary registered shares, marked with numbers from 25730001 through 25880000, with the nominal value of 2 (two) groszy per one share;



- 19) Paweł Mikołajewski acquired 187,500 (one hundred eighty-seven thousand five hundred) Series A ordinary registered shares, marked with numbers from 25880001 through 26067500, with the nominal value of 2 (two) groszy per one share;
- 20) Rafał Pawłowski acquired 217,500 (two hundred seventeen thousand five hundred) Series A ordinary registered shares, marked with numbers from 26067501 through 26285000, with the nominal value of 2 (two) groszy per one share;
- 21) Adrian Kołodziejczyk acquired 210,000 (two hundred ten thousand) Series A ordinary registered shares, marked with numbers from 26285001 through 26495000, with the nominal value of 2 (two) groszy per one share;
- 22) Marcin Winkowski acquired 217,500 (two hundred seventeen thousand five hundred) Series A ordinary registered shares, marked with numbers from 26495001 through 26712500, with the nominal value of 2 (two) groszy per one share;
- 23) Szymon Barchan acquired 187,500 (one hundred eighty seven thousand five hundred) Series A ordinary registered shares, marked with numbers from 26712501 through 26900000, with the nominal value of 2 (two) groszy per one share;
- 24) Krystian Stefański acquired 217,500 (two hundred seventeen thousand five hundred) Series A ordinary registered shares, marked with numbers from 26900001 through 27117500, with the nominal value of 2 (two) groszy per one share;
- 25) Marcin Czartyński acquired 225,000 (two hundred twenty-five thousand) Series A ordinary registered shares, marked with numbers from 27117501 through 27342500, with the nominal value of 2 (two) groszy per one share;
- 26) Łukasz Sopata acquired 157,500 (one hundred fifty-seven thousand five hundred) Series A ordinary registered shares, marked with numbers from 27342501 through 27500000, with the nominal value of 2 (two) groszy per one share;

#### **§ 7.**

Shares may be redeemed with the shareholder's consent by way of their acquisition by the Company (voluntary redemption).

#### **§ 8.**

The Company may issue bonds, including convertible bonds and bonds with pre-emptive rights. The manner of issuance, number of bonds and their nominal value must be determined in a resolution of the General Meeting.

### **IV. CORPORATE AUTHORITIES**

#### **§ 9.**

The governing bodies of the Company are:

- 1) the General Meeting;
- 2) the Management Board;
- 3) the Supervisory Board.

## **V. GENERAL MEETING**

### **§ 10.**

1. The General Meeting may be held as an annual or extraordinary meeting.
2. General Meetings are held at the Company's registered office.
3. Each share gives the right to one vote at the General Meeting.

### **§ 11.**

1. The competencies of the General Meeting include, without limitation:
  - 1) examining and approving the Management Board report on the Company's business and the financial statements for the preceding financial year,
  - 2) examining and approving the Management Board report on the Company group's business and its consolidated financial statements for the preceding financial year,
  - 3) adopting resolutions on the distribution of profit or covering of losses,
  - 4) endorsing the record of work of members of the Company's Management Board,
  - 5) increasing or decreasing the share capital,
  - 6) amending the Articles of Association,
  - 7) mergers of the Company with other entities, demergers or transformations of the Company,
  - 8) winding-up the Company,
  - 9) appointing and revoking members of the Supervisory Board in accordance with the provisions of the Articles of Association,
  - 10) revoking or suspending all or individual members of the Management Board,
  - 11) determining the rules of remuneration for members of the Supervisory Board,
  - 12) appointing liquidators,

- 13) decisions concerning claims for damages in respect of losses incurred at the formation of the Company or in the course of its management or supervision,
- 14) sale or lease of the Company's enterprise or an organized part thereof or establishing any encumbrance on the Company's enterprise or an organized part thereof,
- 15) acquisition or disposal of real property, perpetual usufruct rights or any interests in real property,
- 16) issuing convertible bonds, bonds with pre-emptive rights or subscription warrants,
- 17) other matters referred to the Management Board, set forth in the Commercial Companies Code, other laws and regulations or these Articles of Association.

## **§ 12.**

1. The resolutions of the General Meeting on the amendments to the Articles of Association as well as on the transfer and lease of an enterprise or an organized part thereof or establishing limited rights in rem require the attendance of shareholders representing at least half of the Company's share capital.
2. The General Meeting adopts resolutions by an absolute majority of the votes cast, unless the Commercial Companies Code or these Articles of Association require otherwise.

## **VI. MANAGEMENT BOARD**

### **§ 13.**

1. The Management Board manages the Company's business and represents the Company.
2. The Management Board consists of one or more members. The number of Management Board members is determined by the Supervisory Board.
3. The Management Board may consists of the President of the Management Board, Vice Presidents or Members of the Management Board.
4. The joint term of office of the Management Board members is five years.
5. The Management Board Members are appointed and revoked by the Supervisory Board. The Supervisory Board appoints at least one Management Board Member as the President or Vice President of the Management Board. The Supervisory Board may appoint more than one Management Board member as Vice-President(s) of the Management Board.
6. Resolutions of the Management Board are adopted by an ordinary majority of the votes cast i.e. abstaining from a vote does not count as a vote cast. In the

event of a tied vote, the President of the Management Board, if appointed, has the casting vote.

7. If the Management Board consists of one person – the Company is represented individually by a member of the Management Board; if the Management Board is composed of more than one person – the Company is represented by the President of the Management Board acting jointly with a Vice President or another member of the Management Board or by a Vice President acting jointly with another member of the Management Board.
8. Members of the Management Board receive remuneration for their work, determined in a resolution of the Supervisory Board. Additionally, Members of the Management Board may receive separate remuneration on the basis of agreements to provide advisory or consulting services, or services related to game development and production to the Company.
9. The Management Board may only appoint registered proxies authorized to act jointly. Appointing a registered proxy requires the consent of all Members of the Management Board. A registered proxy can be revoked by any Member of the Management Board acting individually.

#### **§ 14.**

1. The Management Board is competent for all matters related to the management of the Company's affairs that are not reserved by the Commercial Companies Code or these Articles of Association for the competence of the General Meeting or Supervisory Board.
2. The Management Board operates on the basis of the Management Board Rules adopted by the Supervisory Board
3. Approval of the Supervisory Board expressed in the form of a resolution requires:
  - 1) incurring financial liabilities exceeding 10% of the Company's equity as disclosed in the most recent approved annual financial statement, excluding transactions with companies from the Company's capital group, unless such consent is required by applicable law;
  - 2) permanent disposal of all intellectual property rights existing at a given time to any games developed or in the process of being developed by the Company as part of the production and publishing of its own games.

### **VII. SUPERVISORY BOARD**

#### **§ 15.**

1. The company has a Supervisory Board.
2. The Supervisory Board's responsibilities are as follows:
  - 1) reviewing the Management Board report on the Company's business and the financial statements for the preceding financial year and the Management Board report on the Company group's business and the

consolidated financial statements of the Company's group for the preceding financial year in terms of their compliance with the books and documents as well as the actual state of affairs, and reviewing Management Board recommendations concerning the distribution of profits or covering of losses,

- 2) submitting annual written reports on the results of the review referred to in point 1) above to the General Meeting,
  - 3) suspending all members or individual members of the Management Board for important reasons, as well as delegating members of the Supervisory Board, for a period no longer than three months, to temporarily perform the duties of members of the Management Board members who were revoked, resigned or cannot perform their duties for other reasons,
  - 4) appointing the statutory auditor to audit the Company's financial statements or the consolidated financial statements of the Company's group.
3. The joint term of office of the Supervisory Board members is three years.
  4. The Supervisory Board operates on the basis of the Supervisory Board Rules adopted by the General Meeting.

#### **§ 16.**

1. The Supervisory Board consists of five to seven members. The number of members of the Supervisory Board is determined by the General Meeting.
2. The Supervisory Board members are appointed and revoked by the General Meeting.

#### **§ 17.**

1. As long as the Company is a public interest entity within the meaning of the provisions of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, at least two Supervisory Board members should be independent members meeting the criteria of independence defined in Article 129 Section 3 of said Act ("**Independent Supervisory Board Members**"). Failure to meet the requirement set out in the first sentence (e.g., in the form of failure to appoint Supervisory Board members meeting the independence criteria, the loss of the status of an independent Supervisory Board member during their tenure or the expiry of the tenure of such Supervisory Board member) will not cause the Supervisory Board to lose the status of the Company's corporate body or constitute an obstacle to valid resolutions being passed by it.
2. If the Management Board receives a statement from an Independent Supervisory Board Member that he or she no longer satisfies the independence criteria as set out in Section 1 above, or obtains such knowledge from another source, the Management Board will, within two weeks of the receipt of such statement or obtaining such knowledge, convene an extraordinary General Meeting in order to appoint a new Independent Supervisory Board Member.

## **§ 18.**

1. As long as the Company is a public interest entity within the meaning of the provisions of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the Supervisory Board will appoint the audit committee. The audit committee will be made up of at least three members. A majority of the audit committee members should meet the independence criteria referred to in § 17 Section 1 of these Articles of Association. As regards the requirements concerning the composition of the audit committee, the provisions of the Act referred to in § 17 Section 1 of these Articles of Association will apply.
2. The duties of the audit committee include in particular:
  - 1) monitoring the financial reporting process, the efficiency of internal control and risk management systems and internal audit, including in respect of financial reporting and performance of financial auditing,
  - 2) controlling and monitoring the independence of the statutory auditor and the audit company,
  - 3) informing the Supervisory Board on the audit results and explaining in what way the audit contributed to the accuracy of financial reporting in the Company, as well as what role the auditing committee played in the auditing process,
  - 4) assessing the independence of the statutory auditor and consenting to the provision by him/her of permitted services other than the Company's audit,
  - 5) devising the policy of selection of an audit company to audit the Company's financial statements,
  - 6) determining the procedure for selection of an audit company by a public interest entity,
  - 7) issuing recommendations aimed at ensuring the integrity of financial reporting in the Company.
3. The Supervisory Board may also appoint other committees, specifically, a nomination and remuneration committee. The detailed duties and rules of the appointment and operation of the committees are stated in the Supervisory Board Rules.

## **§ 19.**

1. Supervisory Board members are entitled to the remuneration specified in a General Meeting Resolution.
2. Supervisory Board members are entitled to the reimbursement of costs related to participation in the work of the Supervisory Board.

## **§ 20.**

1. For the resolutions of the Supervisory Board to be valid, it is required that all the members of the Supervisory Board are invited to the meeting, and at least half of them attend the Supervisory Board meeting at which such resolutions are to be adopted.
2. Resolutions of the Supervisory Board are passed by an absolute majority of votes. In the event of a tied vote, the Chairman of the Supervisory Board has the casting vote.
3. Members of the Supervisory Board may participate in the adoption of resolutions of the Supervisory Board by casting their vote in writing through the intermediation of another member of the Supervisory Board. Votes may not be cast in writing with respect to any matters that have been placed on the agenda during the Supervisory Board meeting.
4. Resolutions of the Supervisory Board may be adopted in writing or with the use of means of direct long-distance communication.

## **§ 21.**

1. 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 these 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.
2. A Supervisory Board member will be deemed to be appointed at the time of such person's receipt of the representation on his/her appointment.
3. 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.

## **VIII. THE COMPANY'S ACCOUNTING**

## **§ 22.**

1. The Company's financial year is a calendar year.
2. The Company's Management Board is obliged, within three months of the end of a financial year, to prepare the financial statements for the given financial year and a detailed report on the Company's operations in that period, and then,

within six months of the end of a financial year, submit them to the General Meeting for approval.

**§ 23.**

1. The General Meeting may establish capital and supplementary reserves as well as special purpose funds.
2. The Management Board of the Company is authorized to pay, with the Supervisory Board's consent, interim dividends on account of expected dividends for a given financial year.

**Grounds for the resolution:** The adoption of this resolution is related to draft Resolution No. 17/06/2025, the subject of which is to amend the Articles of Association of the Company. Detailed description of the above resolution is included above in the paragraph containing grounds for Resolution No. 17/06/2025. To ensure the clarity of the Company's Articles of Association following its amendment resulting from the above resolutions, the agenda for the General Meeting includes adopting the consolidated text of the Company's Articles of Association.