

## PROXY VOTING FORM

This form has been prepared in accordance with Art. 402<sup>3</sup> of the Commercial Companies Code for the purpose of voting by proxy at the Annual General Meeting of PCF Group Spółka Akcyjna of Warsaw convened for 11.00 am on June 4<sup>th</sup>, 2024, to be held at Centrum Konferencyjne ADN located in Browary Warszawskie, ul. Grzybowska 56, 00-848 Warsaw, Poland.

The shareholder is under no obligation to use this form and its use is not required to exercise voting rights through a proxy.

This form is not a substitute for a power of attorney granted by a shareholder to their proxy.

**First name and surname (name) of the shareholder giving the voting instruction:** \_\_\_\_\_

**First name and surname of the proxy:** \_\_\_\_\_

**Power of attorney dated:** \_\_\_\_\_

**INSTRUCTION ON HOW TO USE THIS FORM**

1. The voting instruction should be given by inserting the 'X' symbol in the appropriate box in this form in relation to each resolution specified.
2. If the 'Comments' box is checked, the shareholder should specify detailed instructions for the proxy.
3. Shareholders who decide to vote their shares differently are required to indicate in the relevant box (for each resolution) the number of shares which are to be voted 'for' and/or 'against' the resolution and/or in respect of which the proxy is to abstain from voting.
4. If no indication is given, the proxy will be deemed authorised to vote all of the shareholder's shares in the manner specified.

Agenda item	Resolution on	I am voting FOR	I am voting AGAINST	I AM ABSTAINING from voting	Objection against the resolution with a request that the objection be recorded in the minutes	At the discretion of the Proxy	Comments

## **Explanatory notes**

Shareholders are requested to give their voting instructions by inserting 'X' in the appropriate box. Shareholders who have checked the 'Comments' box are requested to provide a detailed instruction on how their proxy is to vote. Shareholders who decide to vote their shares differently are requested to indicate in the relevant box the number of shares to be voted 'for' and/or 'against' the resolution and/or in respect of which the proxy is to abstain from voting. If no indication is given, the proxy will be deemed authorised to vote all of the shareholder's shares in the manner specified. Draft resolutions to be voted on under each agenda item are attached to this instruction.

**Please be advised that the draft resolutions attached to this instruction may differ from the draft resolutions put to vote during the General Meeting. In order to avoid any doubt as to how the proxy is to vote in such a case, it is recommended that the instruction to be followed by the proxy be specified in the 'Comments' box.**

**APPENDIX TO THE PROXY VOTING FORM**

**DRAFT RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF  
PCF GROUP S.A. OF WARSAW  
CONVENED FOR JUNE 4<sup>TH</sup>, 2024**

**DRAFT RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF  
PCF GROUP S.A. OF WARSAW  
TO BE HELD ON JUNE 4<sup>TH</sup>, 2024**

**Resolution No. 1/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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. 2/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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. 3/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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 2023.
8. Consideration and, if thought fit, approval of:
  - a. The Directors' Report on the operations of PCF Group S.A. and its Group in 2023.
  - b. The full-year standalone financial statements of PCF Group S.A. for the financial year ended December 31<sup>st</sup>, 2023.
  - c. The full-year consolidated financial statements of the PCF Group S.A. Group for the financial year ended December 31<sup>st</sup>, 2023.
9. Voting on a resolution to cover PCF Group S.A.'s net loss for the financial year 2023.
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 2023, 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 2023.
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 2023.
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 2023.
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. 4/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**on the consideration and approval of the Directors' Report on the operations of PCF Group S.A. and its Group in 2023**

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 2023.

### **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. 5/06/2024 of the Annual General Meeting of PCF Group S.A. of June 4<sup>th</sup>, 2024**

**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>, 2023**

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>, 2023, comprising:

- the standalone statement of financial position as at December 31<sup>st</sup>, 2023, showing total assets of PLN 502 508 thousand;
  - the standalone statement of profit or loss for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing a net loss of PLN 64 652 thousand;
  - the standalone statement of profit or loss and other comprehensive income for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing negative total income of PLN 64 652 thousand;
  - the standalone statement of changes in equity for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing a net increase in equity by PLN 171 253 thousand;
  - the standalone statement of cash flows for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing a net change in cash balance of PLN 48 397 thousand;
- 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. 6/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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>, 2023**

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>, 2023, comprising:

- the consolidated statement of financial position as at December 31<sup>st</sup>, 2023, showing total assets of PLN 513 461 thousand;
  - the consolidated statement of profit or loss for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing a net loss of PLN 75 575 thousand;
  - the consolidated statement of profit or loss and other comprehensive income for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing negative total income of PLN 80 889 thousand;
  - the consolidated statement of changes in equity for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing a net increase in equity by PLN 150 251 thousand;
  - the consolidated statement of cash flows for the period January 1<sup>st</sup> – December 31<sup>st</sup>, 2023, showing a net change in cash balance of PLN 56 033 thousand;
- 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. 7/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**on covering PCF Group Spółka Akcyjna's net loss for the financial year 2023**



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 2023, of PLN 64,651,944.69 (sixty-four million six hundred fifty-one thousand nine hundred forty-four zloty, 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. 8/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**on the consideration and approval of the Report of the Supervisory Board and its  
Audit Committee on their activities in 2023, 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 2023, 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. 9/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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 2023**

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 2023.

**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. 10/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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 2023**

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 2023.

**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. 11/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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 2023**

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 2023.

**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. 12/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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 2023**

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 2023.

**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. 13/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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 2023**

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 2023.

**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. 14/06/2024  
of the Annual General Meeting  
of PCF Group S.A.  
of June 4<sup>th</sup>, 2024**

**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 2023**

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 2023.

**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.