

Resolution number 5/2026
of the Management Board of PCF Group S.A.
dated 29 April 2026

on the increase of the Company's share capital within the authorized capital through issuing series I ordinary bearer shares, determining the issue price of series I shares and the date for executing Series I share subscription agreements and excluding current shareholders of all preemptive rights to all Series I shares, the seeking of the admission and introduction of the Series I Shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series I shares and amendments to the Company's Articles of Association

The Management Board of PCF Group S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Articles 445-447 and Article 453 § 1 in conjunction with Articles 432 and 433 of the Act of 15 September 2000 – Commercial Companies Code ("**CCC**") and § 5¹ sections 1-9 of the Company's Articles of Association, hereby resolves as follows:

§ 1

1. The Company's share capital is increased by the amount of 69,538.32 PLN (sixty-nine thousand five hundred thirty-eight zlotys 32/100), i.e., up to 921,743.74 PLN (nine hundred twenty-one thousand seven hundred forty-three zlotys 74/100) through the issuance of 3,476,916 (three million four hundred seventy-six thousand nine hundred sixteen) ordinary bearer shares of series I with a nominal value of PLN 0.02 (two grosze) each ("**Series I Shares**").
2. The issue of Series I Shares will be issued through private placement within the meaning of Article 431 § 2 point 1 of the CCC conducted by way of a public offering in Poland within the meaning of Article 2 (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in connection with an offer to the public of securities or their admission to trading on a regulated market and repealing Directive 2003/71/EC ("**Prospectus Regulation**") exempted from the obligation to publish a prospectus within the meaning of the relevant provisions of the Prospectus Regulation, or from the obligation to publish another information or offer document for the purposes of such an offer, or on the basis of an exception to the obligation to conduct the registration process in another jurisdiction, provided that the public offering will not be conducted in any territory other than Poland. Series I Shares may only be offered and sold outside the United States of America in transactions executed outside the United States of America (*offshore transactions*), as defined and under Regulation S of the U.S. Securities Act of 1933 ("**U.S. Securities Act**") or under any other exemption from registration or through transactions that are not subject to such registration, including, without limitation, under and in accordance with Regulation D issued under the U.S. Securities Act.
3. Based on the results of the book-building process for Series I Shares conducted between 24 and 28 April 2026, the Management Board of the Company hereby determines the issue price of one (1) Series I Share at the PLN 4.00 (four zloty) for 1 (one) Series I Share, with the consent of the Supervisory Board set forth in resolution no. 1/2026 of 27 April 2026.
4. The Management Board of the Company hereby resolves that the Company will submit offers to investors to take up in total 3,476,916 (three million four hundred seventy six thousand nine hundred sixteen) Series I Shares. The Management Board of the Company hereby determines the date of conclusion by the Company of the agreements to subscribe for Series I Shares pursuant to Article 431 § 2 point 1 CCC until 5 May 2026.

5. Series I shares will participate in the dividend on the following terms:
- (a) Series I shares recorded for the first time in the securities account no later than on the dividend date determined in the resolution of the General Meeting on the distribution of profit, participate in the dividend starting from the profit for the previous financial year, i.e. from 1 January of the financial year immediately preceding the year in which these shares were recorded for the first time in the securities account;
 - (b) Series I shares recorded for the first time in the securities account on the day falling after the dividend date determined in the resolution of the General Meeting on the distribution of profit, participate in the dividend starting from the profit for the financial year in which these shares were recorded for the first time in the securities account, i.e. from 1 January of this financial year.
6. Series I Shares may be paid only with cash contributions. The shares will be ordinary bearer shares and will therefore not grant any special rights to their holders.

§ 2

In the interest of the Company, the Management Board excludes all current shareholders of the Company of all preemptive rights to all Series I Shares, with the consent of the Supervisory Board expressed in Resolution No. 1/2026 dated 27 April 2026.

§ 3

The Management Board resolves that the Company shall apply for admission and introduction of Series I Shares to trading on the regulated market operated by the Warsaw Stock Exchange, on which the Company's shares are listed.

§ 4

1. Series I Shares will be subject to dematerialization within the meaning of the relevant provisions of law, in particular the provisions of the Act of 29 July 2005 on Trading in Financial Instruments ("**Act on Trading in Financial Instruments**").
2. The Management Board of the Company will undertake all actions for the purposes of dematerialization, within the meaning of the provisions of the Act on Trading in Financial Instruments, of Series I Shares, in particular it will execute with the National Depository for Securities (the "**NDS**", *Krajowy Depozyt Papierów Wartościowych S.A.*) agreements on the registration of Series I Shares in the securities depository maintained by the NDS.

§ 5

Due to the increase in the Company's share capital referred to in this resolution, the current content of § 5 section 1 of the Company's Articles of Association is amended in such a way that it is replaced by the following wording:

"1. The Company's share capital amounts to PLN 921,743.74 (nine hundred twenty-one thousand seven hundred forty-three zlotys and 74/100) and is divided into:

1) 27,500,000 (twenty-seven million five hundred thousand) ordinary bearer shares of series A, with a nominal value of PLN 0.02 (two grosze) each,

- 2) 2,062,512 (two million sixty-two thousand five hundred twelve) ordinary bearer shares of series B, with a nominal value of PLN 0.02 (two grosze) each,
- 3) 387,714 (three hundred eighty-seven thousand seven hundred and fourteen) ordinary bearer shares of series D, with a nominal value of PLN 0.02 (two grosze) each,
- 4) 136,104 (one hundred thirty-six thousand one hundred and four) ordinary bearer shares of series E, with a nominal value of PLN 0.02 (two grosze) each,
- 5) 3,343,037 (three million three hundred forty-three thousand thirty-seven) ordinary bearer shares of series F, with a nominal value of PLN 0.02 (two grosze) each,
- 6) 2,510,904 (two million five hundred ten thousand nine hundred four) ordinary bearer shares of series G, with a nominal value of PLN 0.02 (two grosze) each,
- 7) 6,670,000 (six million six hundred and seventy thousand) ordinary bearer shares of series H, with a nominal value of PLN 0.02 (two grosze) each.
- 8) 3,476,916 (three million four hundred seventy-six thousand nine hundred sixteen) ordinary bearer shares of series I, with a nominal value of PLN 0.02 (two grosze) each.”

§ 6

1. This resolution shall enter into force upon its adoption.
2. The amendment to the Company's Articles of Association referred to in § 5 of this resolution shall enter into force upon its entry into the register of entrepreneurs of the National Court Register.