

**DRAFT RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF
PCF GROUP S.A. OF WARSAW
TO BE HELD ON JUNE 22ND 2021**

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021
to appoint the Chair of the Meeting**

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

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021
to appoint the Ballot Counting Committee**

The Annual General Meeting of the Company hereby resolves not to appoint a Ballot Counting Committee as the Meeting uses an electronic ballot counting system.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021
to adopt the agenda for the Meeting**

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

1. Opening of the Annual General Meeting.
2. Appointment of the Chair of the Annual General Meeting and preparation of the attendance list.
3. Confirmation that the Annual General Meeting has been properly convened and has the capacity to pass resolutions.
4. Voting on a resolution to appoint the Ballot Counting Committee.
5. Voting on a resolution to adopt the agenda for the Meeting.
6. Consideration of the Supervisory Board's Report on the assessment of the full-year separate financial statements of PCF Group S.A. for the financial year ended December 31st 2020, the full-year consolidated financial statements of the PCF Group S.A. group for the financial year ended December 31st 2020, the Directors' Report on the operations of PCF Group S.A. and its Group in 2020, and the Management Board's proposal on allocation of net profit for the financial year 2020.
7. Consideration and, if thought fit, receipt of:
 - a. The Directors' Report on the operations of PCF Group S.A. and its Group in 2020.

- b. The full-year separate financial statements of PCF Group S.A. for the financial year ended December 31st 2020.
 - c. The full-year consolidated financial statements of the PCF Group S.A. Group for the financial year ended December 31st 2020.
8. Voting on a resolution to allocate PCF Group S.A.'s net profit for the financial year 2020.
9. Voting on a resolution on the consideration and receipt of the Report of the Supervisory Board and its Audit Committee on their activities in 2020, including the assessments referred to in Principle II.Z.10 of the Best Practice for WSE Listed Companies 2016.
10. Discussion of the Supervisory Board's Report on the remuneration of members of the Management Board and Supervisory Board in 2019 and 2020.
11. 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 2020.
12. 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 2020.
13. Voting on a resolution concerning the costs of convening and holding the Annual General Meeting.
14. Closing of the Annual General Meeting.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

**on the consideration and receipt of the Directors' Report on the operations of PCF
Group S.A. and its Group in 2020**

The Annual General Meeting of PCF Group S.A. of Warsaw (the "**Company**"), acting pursuant to Art. 393.1, Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code of September 15th 2000 (–consolidated text: Dz.U. of 2020, item 1526, 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 receive the Directors' Report on the operations of PCF Group S.A. and its Group in 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

on the consideration and receipt of the full-year separate financial statements of PCF Group S.A. for the financial year ended December 31st 2020

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code of September 15th 2000 (–consolidated text: Dz.U. of 2020, item 1526, 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 receive the full-year separate financial statements of PCF Group S.A. for the financial year ended December 31st 2020, comprising:

- the separate statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 91,183 thousand;
 - the separate statement of profit or loss for the period January 1st–December 31st 2020, showing a net profit of PLN 29,096 thousand;
 - the separate statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2020, showing comprehensive income totalling PLN 29,096 thousand;
 - the separate statement of changes in equity for the period January 1st–December 31st 2020, showing an increase in equity of PLN 29,105 thousand;
 - the separate statement of cash flows for the period January 1st–December 31st 2020, showing a PLN 9,575 thousand change in net cash;
- and
- notes to the financial statements.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/05/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

on the consideration and receipt of the full-year consolidated financial statements of the PCF Group S.A. Group for the financial year ended December 31st 2020

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 393.1 and Art. 395.5 of the Commercial Companies Code of September 15th 2000 (–consolidated text: Dz.U. of 2020, item 1526, 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 receive the full-year consolidated financial statements of the PCF Group S.A. Group for the financial year ended December 31st 2020, comprising:

- the consolidated statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 95,697 thousand;
 - the consolidated statement of profit or loss for the period January 1st–December 31st 2020, showing a net profit of PLN 24,579 thousand;
 - the consolidated statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2020, showing comprehensive income totalling PLN 24,765 thousand;
 - the consolidated statement of changes in equity for the period January 1st–December 31st 2020, showing an increase in equity of PLN 24,789 thousand;
 - the consolidated statement of cash flows for the period January 1st–December 31st 2020, showing a PLN 12,177 thousand change in net cash;
- and
- notes to the financial statements.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to allocate PCF Group Spółka Akcyjna's net profit for the financial year 2020

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 395.2.2 of the Commercial Companies Code of September 15th 2000 (–consolidated text: Dz.U. of 2020, item 1526, as amended) (the “**Commercial Companies Code**”) and pursuant to Art. 11.1.3 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The Annual General Meeting resolves to allocate the Company's profit after tax (net profit) for the financial year 2020, of PLN 29,095,746.74 (twenty-nine million, ninety-five thousand, seven hundred and forty-six złoty, 74/100), as follows:

- 1) PLN 5,616,877.28 (five million, six hundred sixteen thousand, eight hundred seventy seven złoty and 28/100) to be paid out to the Company's shareholders as a dividend at PLN 0.19 (nineteen grosz) per share,
- 2) the balance, i.e. PLN 23,478,869.46 (twenty three million, four hundred seventy eight thousand, eight hundred sixty nine złoty and 46/100) to be transferred to the Company's reserve capital.

Section 2

Acting pursuant to Art. 348.3 of the Commercial Companies Code, the Annual General Meeting resolves that the dividend record date, i.e. the date as at which the list of shareholders entitled to receive dividend for the financial year 2020 will be determined, shall be 30th June 2021.

Section 3

Acting pursuant to Art. 348.5 of the Commercial Companies Code, the Annual General Meeting resolves that the payment date of dividend for the financial year 2020 shall be July 8th 2021.

Section 4

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

on the consideration and receipt of the Report of the Supervisory Board and its Audit Committee on their activities in 2020, including the assessments referred to in principle II.Z.10 of the Best Practice for GPW Listed Companies 2016.

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 II.Z.10 of the Best Practice for GPW Listed Companies 2016, hereby resolves as follows:

Section 1

Following its consideration, the Annual General Meeting resolves to receive the Report of the Supervisory Board and its Audit Committee on their activities in 2020, including the assessments referred to in Principle II.Z.10 of the Best Practice for GPW Listed Companies 2016.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to grant 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 2020

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 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to grant 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 2020

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 Chairperson of the Supervisory Board of PCF Group S.A. in the financial year 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to grant 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 2020

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 Bartosz Biełuszko in respect of performance of his duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to grant 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 2020

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 Krzysztof Dolaś in respect of performance of his duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to grant 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 2020

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 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to grant 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 2020

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 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021**

to grant 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 2020

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

Section 1

The Annual General Meeting hereby grants discharge from liability for Aleksander Ferenc in respect of performance of his duties as member of the Supervisory Board of PCF Group S.A. in the financial year 2020.

Section 2

This resolution shall become effective as of its date.

**Resolution No. __/06/2021
of the Annual General Meeting
of PCF Group S.A.
of June 22nd 2021
on the cost of convening and holding
the Annual General Meeting**

The Annual General Meeting of PCF Group S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 400.4 of the Commercial Companies Code of September 15th 2000 (–consolidated text: Dz.U. of 2020, item 1526, as amended), hereby resolves that the costs of convening and holding the Annual General Meeting of June 22nd 2021 shall be borne by the Company.