



Current Report No. 12/2023

Date: 28 March 2023

Subject: Conclusion of an investment agreement regarding Krafton, Inc.'s subscription of shares in the increased share capital of PCF Group S.A.

Legal basis: Article 17 Section 1 of the MAR

Content of the report:

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Pursuant to Article 17 paragraph 1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "**MAR**"), the Management Board of PCF Group S.A. (the "**Company**") hereby announces that as a result of the negotiations towards the conclusion of an investment agreement regarding Krafton, Inc.'s (the "**Investor**") subscription for the Company's shares to be issued pursuant to the resolution No. 4/02/2023 of the Company's Extraordinary General Meeting on the increase of the Company's share capital by no more than PLN 117,078.82 by way of issuance of no more than 5,853,941 ordinary bearer series F shares with the nominal value of PLN 0.02 each (the "**Offering**"), which was disclosed to the public in the current report no. 11/2023 dated 28 March 2023, on 28 March 2023 the Company, the key shareholder of the Company and the President of the Company's Management Board Sebastian Wojciechowski (the "**Key Shareholder**") and the Investor concluded an investment agreement regarding terms and conditions of the Investor's subscription of series F shares and other contractual rights and obligations of each of the parties in relation to the investment, including the Company's disclosure obligations to the Investor (the "**Investment Agreement**").

Pursuant to the Investment Agreement within the period set forth in the Investment Agreement the Investor has undertaken to subscribe for such number of series F shares (rounded up to the nearest whole number) which after the completion of the Offering will correspond to 10.00% of the share capital of the Company and the votes at the General Meeting of the Company (the "**Offer Shares**") at the issue price of PLN 40.20 for each Offer Share, irrespective of the number of the series F shares subscribed for by investors participating in the Offering and the issue price for the series F shares for the other investors participating in the Offering. Subject to the Investor's fulfilment of its subscription commitment the Company has guaranteed the Investor the allocation of the Offer Shares in the Offering. The Offer Shares will be subscribed by the Investor for a cash contribution.

Pursuant to the Investment Agreement, should the Company consider publishing Project Victoria and/or Project Bifrost in a model different than self-publishing, the Investor shall have a right of first negotiation as well as a right of first refusal with respect to any such agreements.

Moreover, the Key Shareholder has granted the Investor with anti-dilution right, pre-emption right and tag-along right (which corresponds with the Key Shareholder's drag-along right). Both the Investor and the Key Shareholder have undertaken standard lock-up declarations regarding their respective stakes in the Company which will remain in force until 28 March 2024. The Parties also made customary representations and warranties, and established contractual rules for each Party's liability for any breach of the provisions of the Investment Agreement.

The Investment Agreement is concluded for a define term of 10 years with a customary automatic termination provisions. The Investor may terminate the Investment Agreement in certain circumstances, in particular if the Offering is cancelled by the Company or is not completed within 10 business days following the publication of the Company's interim consolidated financial statements for the first quarter of 2023. The Agreement does not provide for any contractual penalties. The Agreement is governed by the Polish law.

IMPORTANT NOTICES

This current report was prepared in accordance with Article 17 Section 1 of the Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC and Article 56 Section 1 Item 2 of the Act of 29 July 2005 on Public Offerings, the Conditions for Introducing Financial Instruments to an Organized Trading System, and Public Companies.

This current report is solely for information purposes and is published by the Company exclusively in order to provide essential information on the terms of offering for its shares. This current report is by no means intended, whether directly or indirectly, to promote the offering, subscription or purchase of the shares of the Company referred to in this current report (the "**New Shares**") and does not represent advertisement or promotional material prepared or published by the Company for the purpose of promoting the New Shares or their subscription, purchase or offering or for the purpose of encouraging an investor, whether directly or indirectly, to acquire or subscribe for the New Shares. The Company has not published and has no intention of publishing any

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