



**Current report No. 23/2023**

**Date:** 14 June 2023

**Subject:** Conclusion of the side letter to the 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

**Report content:**

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With reference to current reports no. 12/2023 dated 28 March 2023 and no. 21/2023 dated 9 June 2023, acting 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 Management Board of PCF Group S.A. (the "**Company**"), hereby announces that on 14 June 2023, the Company, key shareholder of the Company and the President of the Company's Management Board Sebastian Wojciechowski and Krafton, Inc. (the "**Investor**") concluded a side letter (the "**Side Letter**") to the investment agreement dated 28 March 2023 (the "**Investment Agreement**").

Pursuant to the Side Letter, the parties have, among other things, agreed that in the event that:

- (i) the Company's General Meeting adopts a resolution or resolutions on the increase of the Company's share capital through the issue of no more than 2,510,904 new issue shares (the "**New Issue Shares**") to be completed (i.e. New Issue Shares to be subscribed and paid for) not later than by 31 December 2023 (the "**Issue Resolution**"); and

- (ii) the Issue Resolution grants the shareholders of the Company, who as of the end of the day of adoption of the Issue Resolution hold shares in the Company giving the right to no less than 0.25% of the total number of votes at the General Meeting of the Company, preference in taking up of the New Issue Shares; and
- (iii) the Investor submits a declaration to subscribe for the New Issue Shares in a number ensuring that on the date of registration of the New Issue Shares with the National Court Register the New Issue Shares and the series F shares held by the Investor will correspond to 10.00% of the share capital of the Company and the votes at the General Meeting of the Company,

then the Company:

- a) irrespective of the number of the New Issue Shares allocated to other investors participating in the offering and irrespective of the issue price for the New Issue Shares to be determined for other investors participating in the offering, will allocate the New Issue Shares to the Investor with the Investor's priority over other investors who will take part in the offering, in a number, so that on the date of registration of the New Issue Shares with the National Court Register the New Issue Shares subscribed for by the Investor and the series F shares held by the Investor will correspond to 10.00% of the share capital of the Company and the votes at the General Meeting of the Company; and
- b) will execute a subscription agreement for the New Issue Shares in exchange for the issue price of PLN 40.20 per one New Issue Share

At the same time, the Management Board informs that the above does not constitute the Investor's commitment or obligation to subscribe for any shares that may be issued by the Company.

## **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 materials aimed at promoting the New Shares or their subscription or purchase after the date of this current report.

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