



**Current report No. 39/2023**

**Date:** 10 August 2023

**Subject:** Determination of the number and issue price of series G shares to be offered for subscription by the Company

**Legal basis:** Article 17 Section 1 of the MAR

**Report content:**

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With reference to the current reports No. 3/2023 of 31 January 2023, No. 17/2023 of 29 May 2023, No. 36/2023 of 7 August 2023 and No. 38/2023 of 9 August 2023, the Management Board of PCF Group S.A. with its registered office in Warsaw (the “**Issuer**” or the “**Company**”) announces that acting pursuant to the authorization granted under resolution No. 4/08/2023 of Extraordinary General Meeting of the Company of 7 August 2023 (the “**Issue Resolution**”), upon the completion of the book-building for series G ordinary bearer shares (“**Series G Shares**” and/or “**New Shares**”) on 10 August 2023, has determined that the Company will make offers to the investors to subscribe for a total of 2,510,904 (two million five hundred ten thousand nine hundred and four) Series G Shares, including an offer to subscribe for 251,091 (two hundred fifty-one thousand ninety-one) Series G Shares to Krafton, Inc. (“**KRAFTON**”) in accordance with the provisions of the side letter to the investment agreement with KRAFTON announced by the Company in its current report No. 23/2023 of 14 June 2023.

In addition, the Issuer announces that the Issuer's Management Board, acting pursuant to the authorization granted under the Issue Resolution, has determined that the issue price of Series G Shares will be PLN 40.20 (forty zlotys and twenty groszy) per one Series G Share and will be the same for KRAFTON as for the other investors who will subscribe for Series G Shares.

**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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The New Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, resold, transferred or delivered, directly or indirectly, in or into the United States absent registration under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The New Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Shares. Subject to certain exceptions, the securities referred to herein may not be offered or sold in the United States, Australia, Canada, Japan, South Africa or to, or for the account or benefit of, any national, resident or citizen of the United States, Australia, Canada, Japan, the Republic of South Africa.

No public offering of the New Shares is being made in the United States or United Kingdom. All offers of the New Shares will be made pursuant to an exemption under the Prospectus Regulation (EU) 2017/1129, as amended from time to time (including any relevant implementing measure in any member state and in the United Kingdom, the "**Prospectus Regulation**"), from the requirement to produce a prospectus. The New

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