

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF  
PCF GROUP SPÓŁKA AKCYJNA OF WARSAW**

**(updated on October 23<sup>rd</sup>, 2024)**

The Management Board of PCF Group Spółka Akcyjna of Warsaw, with its registered office at al. "Solidarności" 171, 00-877 Warsaw, entered in the Business Register of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13<sup>th</sup> Commercial Division of the National Court Register, under KRS No. 0000812668, Industry Identification Number (REGON) 141081673, Tax Identification Number (NIP) 5213451404, with paid-up share capital of PLN 718,805.42 (the "**Company**"), acting pursuant to Art. 399.1 in conjunction with Art. 402<sup>1</sup> of the Commercial Companies Code, hereby gives the following notice.

**I. DATE, TIME, VENUE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

The Management Board of the Company (the "**Management Board**") convenes an Extraordinary General Meeting (the "**General Meeting**" or "**Meeting**") to be held in Warsaw on **November 13<sup>th</sup>, 2024** at **11.00 am** at **Centrum Konferencyjne ADN located in Browary Warszawskie, ul. Grzybowska 56, 00-844 Warsaw**, with the following agenda:

1. Opening the Extraordinary General Meeting.
2. Electing the Chair of the Extraordinary General Meeting and preparing an attendance list.
3. Confirming that the Extraordinary General Meeting has been properly convened and is capable of adopting binding resolutions.
4. Adopting a resolution on the election of the Ballot Committee.
5. Adopting a resolution on the adoption of the agenda.
6. Adopting a resolution on the approval of the co-opted member of the Supervisory Board.
7. Adopting a resolution on the amendment to the Company's Articles of Association.
8. Adopting a resolution on the adoption of the consolidated text of the Company's Articles of Association.
9. Reviewing and adopting a resolution on the adoption of the amended "*Remuneration policy for the members of the Management Board and Supervisory Board of PCF Group S.A. with its registered office in Warsaw*".
10. Closing the Extraordinary General Meeting.

Pursuant to Art. 406<sup>1</sup>.1 of the Commercial Companies Code, the record date for participation in the Meeting falls sixteen days prior to the scheduled date of the Meeting, i.e. on **October 28<sup>th</sup>, 2024** (Monday). Only those persons who are Shareholders of the Company on the record date have the right to attend the Meeting.

To participate in the General Meeting, holders of rights attached to book-entry bearer shares should submit a request to the entity keeping their securities account for the issue of a personal certificate proving their right to participate in the Meeting. Such requests should be submitted no earlier than after the publication of the notice of the Meeting and not later than on the first weekday following the record date, i.e. not later

than on **October 29<sup>th</sup>, 2024**. The certificates should contain all information required under Art. 406<sup>3</sup>.1 of the Commercial Companies Code, namely:

- 1) company name, registered office, address and seal of the certificate issuer and the certificate reference number;
- 2) number of the shares;
- 3) type and code of the shares;
- 4) company name, registered office and address of the public company which issued the shares;
- 5) par value of the shares;
- 6) first name and surname or company name of the holder of rights attached to the shares;
- 7) registered office (domicile) and address of the holder of rights attached to the shares;
- 8) purpose for which the certificate has been issued;
- 9) indication on who is entitled to vote from the shares;
- 10) date and place of issue of the certificate;
- 11) signature of the person authorised to issue the certificate.

A list of persons entitled to attend the Meeting based on rights conferred by the shares referred to above will be compiled by the Management Board on the basis of the records prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) in accordance with the laws and regulations that govern trading in financial instruments.

### **III. PROCEDURES FOR ATTENDING THE MEETING AND FOR EXERCISING VOTING RIGHTS**

#### **A. SHAREHOLDER'S RIGHT TO REQUEST THAT CERTAIN MATTERS BE PLACED ON THE AGENDA OF THE MEETING**

A Shareholder(s) representing at least one-twentieth of the Company's share capital may request that particular matters be placed on the agenda of the Meeting. Any such request should be submitted to the Management Board at least 21 days prior to the scheduled date of the Meeting, i.e. not later than on **October 23<sup>rd</sup>, 2024**. It should contain a statement of reasons for or a draft of a resolution concerning the proposed agenda item.

The request may be submitted in writing (i.e. delivered by hand or sent to the Company against acknowledgement of receipt) to the following address: PCF Group S.A., Al. Solidarności 171, 00-877 Warsaw, Poland, or by electronic mail to: wza@peoplecanfly.com. Whether a request has been submitted by the required deadline will be determined based on the date of its receipt by the Company or, in the case of requests submitted by email, based on the date of its entry into the Company's electronic mail system (receipt of email by the Company's mail server). Documents submitted by email must be delivered as attachments in the PDF format.

A Shareholder(s) requesting that a particular matter be placed on the agenda are required to enclose with their request relevant documents proving their identity and their right to request the inclusion of an item on the agenda, namely:

- 1) a depositary certificate for their shares or a certificate evidencing the Shareholder's right to attend the Meeting issued by the entity maintaining the Shareholder's securities account in accordance with the laws and regulations governing trade in financial instruments, stating that its holder is a Shareholder in the Company and holds the required number of shares as at the request date;
- 2) where the Shareholder is a natural person – a copy of their identity card, passport or another identity document; in this respect it is necessary to disclose the first name and surname, PESEL number, number and series of the identity document, date of issue and expiry of the identity document and the issuing authority;
- 3) where the Shareholder is not a natural person – a copy of the valid entry in the relevant register or another document evidencing authority to represent the Shareholder;
- 4) if the request is submitted through a proxy – a copy of the power of attorney signed by the Shareholder or persons authorised to represent the Shareholder, and a copy of the proxy's identity card, passport or another official identity document (with the data and information specified in item 2) above included); if the proxy is not a natural person – a copy of the valid entry in the relevant register evidencing the authority of a natural person(s) to represent the proxy and a copy of the identity card or passport of the natural person(s) authorised to represent the proxy (with the data and information specified in item 2) above included).

The obligation to enclose the documents specified above applies to a Shareholder(s) submitting their request in writing and to those submitting their request by electronic mail. The relevant documents should be delivered in the same form as the request.

The Company may take appropriate steps to verify the identity of a Shareholder(s) and the validity of the delivered documents.

Any amendments to the agenda made upon a Shareholder's or Shareholders' request are announced by the Management Board as soon as practicable, but not later than eighteen days prior to the scheduled date of the Meeting, i.e. not later than on October 26<sup>th</sup>, 2024. The new agenda will be published on the Company's website, at [www.peoplecanfly.com](http://www.peoplecanfly.com), and announced in a current report.

#### **B. SHAREHOLDER'S RIGHT TO PROPOSE DRAFT RESOLUTIONS ON MATTERS WHICH HAVE BEEN PLACED OR ARE TO BE PLACED ON THE AGENDA PRIOR TO THE SCHEDULED DATE OF THE MEETING**

Prior to the date of the Meeting, a Shareholder(s) representing at least one-twentieth of the share capital of the Company may submit to the Company in writing (i.e. deliver by hand against acknowledgment of receipt or send to the Company against acknowledgement of receipt to the following address: PCF Group S.A., al. "Solidarności" 171, 00-877 Warsaw, Poland) or by sending a message to the email address: [wza@peoplecanfly.com](mailto:wza@peoplecanfly.com), draft resolutions concerning matters placed or to be placed on the agenda of the Meeting.

Such draft resolutions should be submitted to the Company not later than 3 (three) days prior to the scheduled date of the General Meeting in order to enable shareholders taking part in the General Meeting to make informed decisions on how to vote on the relevant resolutions and given that the Company is required to publish such draft resolutions promptly on its website. Determination whether such submission has been made by the required deadline will be made based on the date of its receipt by the Company, and in the case of the submission by email – based on the date and time of its entry into the Company's electronic mail system (receipt of email by the Company's

email server). Draft resolutions submitted by email must be delivered as attachments in the PDF format. Draft resolutions will be published immediately on the Company's website, at [www.peoplecanfly.com](http://www.peoplecanfly.com).

A Shareholder(s) submitting draft resolutions on matters which have been placed or are to be placed on the agenda of the Meeting should submit, together with their request, documents proving their identity and evidencing their right to submit draft resolutions on matters placed or to be placed on the agenda of the Meeting, as specified in Section III. A. of this notice.

The obligation to attach the documents referred to above applies to a Shareholder(s) submitting draft resolutions, whether in written or electronic form. The relevant documents should be delivered in the same form as the submission made. The Company may take appropriate steps to verify the identity of a Shareholder(s) and the validity of the delivered documents.

#### **C. SHAREHOLDER'S RIGHT TO PROPOSE DRAFT RESOLUTIONS ON MATTERS WHICH HAVE BEEN PLACED ON THE AGENDA DURING THE MEETING**

At the Meeting Shareholders may propose draft resolutions on matters which have been placed on the agenda during the Meeting.

#### **D. VOTING BY PROXY, PROXY VOTING FORMS, AND PROCEDURE FOR NOTIFYING THE COMPANY OF THE APPOINTMENT OF A PROXY USING ELECTRONIC MEANS OF COMMUNICATION**

Shareholders may attend the Meeting and exercise their voting rights in person or by proxy.

Shareholders at the Meeting should have a document proving their identity. The right to act as a proxy for a Shareholder who is a natural person should be evidenced by a power of attorney, which is to be presented at the time of registering attendance; the proxy should present either the original instrument or its copy certified as true and accurate by a notary public, legal counsel or attorney.

A Shareholder other than a natural person may attend the Meeting and exercise voting rights either through a person authorised to make declarations of will on the Shareholder's behalf or through a proxy. The right to represent such a Shareholder should be evidenced by an official copy of the entry in the relevant register (of which the original or a copy certified as true and accurate by a notary public, legal counsel or attorney should be submitted) or a sequence of powers of proxy and an official copy of the entry in the relevant register, which documents should be presented at the time of registering attendance. A person granting a power of proxy on behalf of a Shareholder other than a natural person should be listed in a copy of the Shareholder's valid entry in the relevant register. Alternatively, the person's appointment as the Shareholder's representative should be evidenced by a relevant resolution authorising the person to act in that capacity, passed by the Shareholder's competent corporate body. If submitted, the resolution must be in the form of the original or a copy certified as true and accurate by a notary public, legal counsel or attorney.

A proxy may exercise all rights of a Shareholder at the Meeting unless the power of attorney states otherwise. A proxy may appoint substitutes if permitted to do so under their power of attorney. A proxy may represent more than one Shareholder and may vote the shares of each Shareholder in a different manner. A Shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise the rights attached to the shares registered in such an account. A Shareholder holding

shares registered in multiple securities accounts may appoint a different proxy to vote the shares in each of the accounts.

If a member of the Management Board, a member of the Supervisory Board, an employee of the Company, or a member of the governing bodies or an employee of a subsidiary of the Company acts as a Shareholder's proxy, the relevant power of attorney may contain an authorisation to represent the Shareholder at one General Meeting only. The proxy is obliged to disclose to the Shareholder any circumstances giving rise to an actual or potential conflict of interest. In such a case, no substitutes may be appointed.

A power of attorney to attend the Meeting and exercise voting rights must be granted in writing or in electronic form. A power of attorney in electronic form is not required to be signed with a qualified digital signature to be effective.

A power of attorney drawn up in a foreign language should be translated into Polish by a sworn translator; otherwise such power of attorney will have no legal effect. If a power of attorney has been drawn up in a foreign language and in Polish, sworn translation is not required, and the Company will be bound by the Polish version of the power of attorney.

If a power of attorney is granted in electronic form, it must be notified to the Company by sending an email to: [wza@peoplecanfly.com](mailto:wza@peoplecanfly.com), with the power of attorney document attached in the PDF format.

In order to identify the Shareholder granting the power of attorney, the notice of granting the power of attorney in electronic form should include (as an attachment):

- (i) where the Shareholder is a natural person – a copy of their identity card or passport; in this respect it is necessary to disclose the first name and surname, PESEL number, number and series of the identity document, date of issue and expiry of the identity document and the issuing authority; or
- (ii) where the Shareholder is not a natural person – a copy of the valid entry in the relevant register or another document proving the authority of a natural person(s) to represent the Shareholder at the General Meeting (e.g. a complete sequence of powers of proxy); if there has been a change of persons authorised to represent a Shareholder and such change has not yet been disclosed in the relevant register, the representatives of such Shareholder should also present relevant resolutions or declarations of will of bodies or entities authorised to appoint and dismiss persons representing the Shareholder to confirm the change.

If a Shareholder is not required to be entered in the register, its representatives should provide another document proving the existence of the principal and the rules of representation. Statutory representatives and *ex officio* substitutes (bankruptcy trustees, court-appointed administrators, executors of last wills and testaments, administrators of unclaimed estates) should present documents proving their authority to act on behalf of the Shareholder.

Should any doubts arise as to the validity of the documents specified above, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

- (i) if the Shareholder is a natural person – a copy of an identity card, passport or any other official identification document of the Shareholder, certified as true and accurate by a notary public, legal counsel or attorney; or

- (ii) if the Shareholder is not a natural person – the original or a copy of the valid entry in the relevant register or another document evidencing the authority of a natural person(s) to represent the Shareholder at the Meeting (e.g. a complete sequence of powers of proxy), certified as true and accurate by a notary public, legal counsel or attorney.

To enable identification of the proxy, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

- (i) if the proxy is a natural person – their identity card, passport or another official identity document; or
- (ii) if the proxy is not a natural person – the original or a copy of the valid entry in the relevant register or another document evidencing the authority of a natural person(s) to represent the proxy at the Meeting (e.g. a complete sequence of powers of proxy), certified as true and accurate by a notary public, legal counsel or attorney.

A proxy voting form is available from the Company's website at [www.peoplecanfly.com](http://www.peoplecanfly.com). It is not obligatory to use the forms referred to above to grant powers of attorney.

Please be advised that if a Shareholder grants a power of attorney along with voting instructions, the Company will not verify whether the proxy is exercising the voting rights in accordance with the instructions received from the Shareholder. Therefore, please be further advised that voting instructions should be given exclusively to the proxy.

#### **E. ATTENDING THE GENERAL MEETING BY ELECTRONIC MEANS AND RELEVANT PROCEDURES**

The Management Board's resolution to convene the General Meeting does not provide for the possibility of attending the Meeting by electronic means.

Please be advised that the General Meeting will be broadcast in real time via the Internet. A link to the online broadcast of the General Meeting in Polish and in English will be posted on the Company's website at <https://peoplecanfly.com/investors/#walne-zgromadzenie>.

#### **F. TAKING THE FLOOR AT THE GENERAL MEETING USING ELECTRONIC MEANS OF COMMUNICATION**

The Management Board's resolution to convene the General Meeting does not provide for the possibility of attending the Meeting by electronic means.

#### **G. REMOTE VOTING BY POST OR BY ELECTRONIC MEANS**

The Management Board's resolution to convene the General Meeting does not provide for the possibility of attending the Meeting by electronic means.

No rules of procedure for the General Meeting have been adopted by the Company. Voting rights may not be exercised by postal ballot.

#### **H. SHAREHOLDERS' RIGHT TO ASK QUESTIONS CONCERNING MATTERS PLACED ON THE AGENDA OF THE GENERAL MEETING**

A Shareholder attending the General Meeting, whether in person or by proxy, has the right to ask questions concerning matters placed on its agenda.

At the General Meeting, the Management Board is required to provide Shareholders, at their request, with relevant information about the Company where such information is needed to assess a matter placed on the Meeting's agenda. For a good reason, the Management Board may provide such information in writing outside of the General Meeting. The Management Board is required to provide information not later than within two weeks from the date the request is made at the General Meeting.

The Management Board may refuse a request for information if granting such request could adversely affect the Company or its related entity or subsidiary, including by disclosure of their technical, commercial or organisational business secrets.

A Management Board member may refuse to provide information if provision of the requested information may lead to the member being held liable under criminal, civil or administrative laws.

An answer is deemed to have been given if the relevant information is available on the Company's website in the dedicated questions and answers section for Shareholders.

If information concerning the Company is requested by a Shareholder outside the General Meeting, the Management Board may provide the Shareholder with relevant information in writing, subject to the aforementioned limitations.

Such information, with indication of when and to whom it was provided, will be disclosed by the Management Board in writing as part of documents presented to the General Meeting. Information presented to the General Meeting need not include information which has been made available to the public or was provided at the General Meeting.

#### **IV. INFORMATION CONCERNING THE MEETING**

The complete documents to be presented to the General Meeting, including draft resolutions or, if no resolutions are to be voted on, the Management Board's or the Supervisory Board's comments on matters placed or to be placed on the agenda before the scheduled date of the General Meeting, will be published and available on the Company's website at [www.peoplecanfly.com](http://www.peoplecanfly.com) as of the date of notice of the General Meeting.

Shareholders entitled to attend the General Meeting may obtain hard copies of all documents to be submitted to the Meeting from the Company's registered office at Al. Solidarności 171, 00-877 Warsaw, from 12.00 pm (noon) to 5.00 pm on business days.

#### **V. SHAREHOLDERS COMMUNICATING WITH THE COMPANY BY ELECTRONIC MEANS**

Subject to the limitations specified in the Commercial Companies Code and this notice, Shareholders may communicate with the Company by electronic means. In particular, they may use electronic channels to send proposals, requests, notices, and documents.

Shareholders may communicate with the Company in electronic form at the following address: [wza@peoplecanfly.com](mailto:wza@peoplecanfly.com).

Shareholders using electronic means of communication bear all risk associated with their use. Where documents originally drawn up in a language other than Polish are delivered by electronic means, they should be enclosed with their translations prepared by a sworn translator. Documents sent by Shareholders to the Company or by the Company to Shareholders in electronic form must be scanned documents in the PDF format or have other permitted electronic form.

## **VI. LIST OF SHAREHOLDERS ENTITLED TO ATTEND THE MEETING**

In accordance with Art. 407.1 of the Commercial Companies Code, the list of Shareholders entitled to attend the General Meeting will be on display at the Company's registered office at Al. Solidarność 171, Warsaw, from 12.00 noon to 5.00 pm for the three business days preceding the date of the Meeting (i.e. **on November 7<sup>th</sup>, 8<sup>th</sup>, 12<sup>th</sup>, 2024**).

Shareholders may request that the list of Shareholders eligible to participate in the Meeting be delivered to them free of charge by email, providing an email address to which the list is to be sent. The request should be made in writing, signed by the Shareholder or persons authorised to represent the Shareholder and sent in the PDF format to: [wza@peoplecanfly.com](mailto:wza@peoplecanfly.com) or signed with a digital signature.

The request should be accompanied by copies of documents proving the identity of the Shareholder or persons acting on behalf of the Shareholder (in particular, a copy of: an identity card or passport (it is necessary to disclose the first and last name, PESEL number, number and series of the document confirming identity, date of issue and expiry of the document confirming identity and designation of the authority issuing the document), an extract from the relevant register or a power of attorney).

In accordance with Art. 407.2 of the Commercial Companies Code, Shareholders may request that copies of motions and proposals concerning matters included on the agenda be provided to them one week prior to the date of the Meeting.

## **VII. WEBSITE WHERE INFORMATION ON THE GENERAL MEETING WILL BE POSTED**

All information concerning the Meeting and the proxy voting form are available from the Company's website at [www.peoplecanfly.com](http://www.peoplecanfly.com).

## **VIII. TOTAL NUMBER OF COMPANY SHARES AND NUMBER OF VOTING RIGHTS ATTACHED TO THE SHARES AS AT THE DATE OF THIS NOTICE**

The Company's share capital amounts to PLN 718,805.42 and is divided into:

- (i) 27,500,000 (twenty-seven million, five hundred thousand) Series A ordinary bearer shares with a par value of PLN 0.02 per share;
- (ii) 2,062,512 (two million, sixty-two thousand, five hundred and twelve) Series B ordinary bearer shares, with a par value of 0.02 per share;
- (iii) 387,714 (three hundred and eighty-seven thousand, seven hundred and fourteen) Series D ordinary bearer shares with a par value of PLN 0.02 per share;
- (iv) 136,104 (one hundred and thirty-six thousand one hundred and four) Series E ordinary, bearer shares with the nominal value of PLN 0.02 per share;
- (v) 3,343,037 (three million three hundred forty three thousand and thirty seven) Series F ordinary, bearer shares with the nominal value of PLN 0.02 per share; and
- (vi) 2,510,904 (two million five hundred ten thousand nine hundred four) Series G ordinary, bearer shares with the nominal value of PLN 0.02 per share.

Each share confers the right to one vote at the General Meeting.

## **IX. GENERAL INFORMATION**



Any matters not provided for in this notice are governed by the provisions of the Commercial Companies Code and the Articles of Association of the Company.