

## ***1 Description of the activity of MBF Group S.A.***

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The object of activity of MBF Group S.A. is providing services aiming to ensure comprehensive transaction support in the capital market, as well as making its own investments. The Group's objective is to increase the market value of its assets. Its development strategy envisages making investment decisions based on evaluating the investment potential of a given entity in terms of its managerial staff, business model, the industry's growth potential, and the attractiveness of the transaction terms.

The Group offers services in the field of raising capital for companies, as well as consulting services. MBF Group S.A. helps organize capital that businesses need for innovation, development, or Stock Exchange debuts. The offer includes preparation of a professional business plan, and assistance in identifying available sources of financing investments (grant, loan, credit, lease, investment fund, share or bond issue). The Group helps prepare documents required while applying for European funds.

The developed entities are provided with support from specialists for business model development and market analysis. The Group offers comprehensive services to businesses at every stage of their development—from start-up companies, through high-powered entities, to stagnant businesses looking for new ideas and solutions (reengineering).

Moreover, as part of its own financial resources, the Group makes direct equity investments through its parent company (medium- and long-term investments) or a dedicated investment vehicle, the subsidiary MBF Inwestycje Kapitałowe sp. z o.o. (short-term investments).

MBF Group S.A. invests in selected public and private entities, especially ones operating in the IT, ICT, e-business, e-commerce, and modern technology markets.

The Group tries to contribute added value to every business in which it participates, and, at the same time, to achieve attractive rates of return. Closing an investment depends on the possibility of divestment and on market liquidity. The preferred option is to sell

shares to an industry investor or to enter the stock market. The equity participation lasts usually three to five years.

## ***2 Services provided by MBF Group S.A.***

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MBF Group S.A. provides comprehensive advisory services concerned with the following:

1. raising capital in the listed market,
2. raising capital in the unlisted market,
3. mergers and takeovers,
4. financial advisory services,
5. tax optimization.

The Group implements projects in the field of takeovers, mergers, and sale of businesses, raising share and debt capital for investment purposes. It supports companies in forming groups, in organization and consulting, in conducting analyses and forecasting financial results and their impact on business valuation.

Within financial advisory services, MBF Group S.A. provides support in managing the value of its clients' businesses and in implementing projects within the following areas of the business environment:

1. development strategies,
2. due diligence,
3. recovery and restructuring programs,
4. tax and cost optimizations,

5. business plans and feasibility studies,
6. incentive programs,
7. organizational structure optimizations.

In order to ensure the highest standards in fulfilling the duties of a public company, as well as transparency and professionalism in communication with private investors, in May 2014 MBF Group S.A. joined the Stowarzyszenie Emitentów Giełdowych (Association of Stock Exchange Issuers), and has since been its contributing member.

As part of supervising entities belonging to MBF Group S.A., dedicated departments within the Group inspect particular undertakings and business projects.

### ***3 Development strategy of MBF Group S.A.***

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As part of its development strategy, MBF Group S.A. is planning to continue and develop its current activities. An important criterion will be the possibility of utilizing the effect of the synergy of portfolio companies. The investment model of MBF Group S.A. is typical of private equity/venture capital funds. The Issuer plans to invest in projects which, in the opinion of the Management Board, will provide a significant opportunity to achieve the expected rate of return.

The activities will be completed by means of implementing the following objectives:

- ✓ increased expenditure connected with reaching potential clients and investors,
- ✓ equity investments in:
  - start-up projects,
  - public and private companies,
  - entities aiming to obtain the public company status,

- alternative investments,
- debt instruments (including corporate bonds),
- ✓ increased investor bases,
- ✓ strong orientation toward the bond market and the unlisted market.

The Issuer does not exclude the possibility of distinguishing particular areas of competence and assigning them to special purpose vehicles (associated or subsidiaries).

In relation to the above, the development strategy assumes strengthening the competitive position by means of a constant expansion of the services offered, as well as an expansion of the investment portfolio, with a simultaneous increase in the generated financial results.

In accordance with its strategy, the Issuer will focus on:

- a. building the portfolio of high-powered companies representing promising industries, with special attention to e-commerce businesses;
- b. guaranteeing portfolio companies financial resources for their future growth, either alone or in cooperation with other entities functioning in the equity investment market;
- c. providing portfolio companies with technical support within management and development;
- d. supporting activities aiming at strengthening the market position and recognition of portfolio companies;
- e. using the synergy of portfolio companies, and initiating cooperation between those.

The Issuer expects that the implementation of this strategy, including creation of investment policies, will take place on the basis of the knowledge and experience of the Management Board and the Board of Supervisors.

MBF Group S.A. assumes that divestments will be made by means of:

- marketing the shares of a portfolio company in the alternative NewConnect market or in the regulated Stock Exchange market,
- selling shares of a portfolio company outside the stock market (that is to industry or financial investors),
- management buyout.

The Management Board of MBF Group S.A. indicates that accepting a new strategy and commencing investment activities was intended to take advantage of the equity gap visible in the Polish capital market, which does not ensure any realistic possibilities of financing small business projects at an early stage of development. In the opinion of the Management Board, such projects can provide very high growth potential. At the same time, they are riskier than entities conducting stable economic activity.

Moreover, the Company's activities go beyond the Polish borders. A subsidiary to MBF Group S.A. will soon apply for the status of the Authorized Advisor for the alternative AeRo market; as a result, it will be an entity authorized by the Bursa De Valori Bucuresti (the Stock Exchange in Bucharest) to help companies listed in the AeRo market in terms of proper reporting, preparation of investment documents, and communication with the market. Additionally, MBF Group S.A. will aim to market its own portfolio companies and other entities from Poland and Central and Eastern Europe with which it is currently working in the AeRo market. The third area of cooperation will involve works on the implementation of mechanisms related to the use and application of algo trading (algorithmic trading) by institutions present in the capital market in Romania.