

## **Announcement of the Management Board of Trakcja S.A., seated in Warsaw, on convening an Extraordinary General Meeting of Trakcja S.A.**

The Management Board of Trakcja Spółka Akcyjna with its registered office in Warsaw (address: al. Jerozolimskie 100 II p., 00-807 Warsaw), entered in the register of entrepreneurs of the National Court Register by the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Court Register under number 0000084266, with the share capital of PLN 269,160,780.80 - fully paid in (hereinafter: "Company"), in connection with the request on 14 September 2022 by PKP Polskie Linie Kolejowe S.A. with its registered office in Warsaw (the "Shareholder") - a shareholder representing at least one twentieth of the Company's share capital - of a request to convene an Extraordinary General Meeting of the Company, pursuant to Art. 398 and Art. 399 § 1, Art. 400 § 1 of the Code of Commercial Companies in connection with Art. 402<sup>1</sup> and 402<sup>2</sup> of the Code of Commercial Companies as well as Art. 8 par. 2 and Art. 10 of the Company's Articles of Association convenes an Extraordinary General Meeting of Trakcja S.A. to be held on 12 October 2022 at 10:00 a.m. in Warsaw in the Room no. 8 in Hotel Mercure (ul. Złota 48/54, 00-120 Warszawa), with the following agenda:

- 1) Opening of the Extraordinary General Meeting and adoption of a resolution on the election of a Chairman;
- 2) Confirmation of the correctness of calling the Extraordinary General Meeting and its capacity to adopt resolutions, as well as checking the attendance list;
- 3) Adoption of a resolution on the acceptance of the meeting agenda;
- 4) Adoption of a resolution to amend the Company's Articles of Association;
- 5) Adoption of a resolution on changing the remuneration of members of the Company's Supervisory Board;
- 6) Adoption of resolutions on changes in the composition of the Company's Supervisory Board;
- 7) Closure of the Extraordinary General Meeting.

### **§ Date of Registration for participation in the Extraordinary General Meeting**

The date of registration for the Extraordinary General Meeting is 26 September 2022 (hereinafter: "**the Date of Registration**").

### **§ Information on the right to participate in the Extraordinary General Meeting**

Only those entities/persons who are Trakcja S.A. shareholders as of the Date of Registration have the right to participate in the Extraordinary General Meeting.

Pledges and users with voting rights shall be entitled to attend the Extraordinary General Meeting of Shareholders if the establishment of a limited right in their favour is registered on the securities account on the Record Date.

At the request of a person authorized by the Company's shares and of a pledgee or user who has the right to vote, submitted not earlier than after the announcement of the convocation of the General Meeting and not later than on the first business day after the Registration Date, the entity maintaining the securities account shall issue a registered certificate of the right to participate in the General Meeting.

A shareholder of the Company may request that the list of shareholders entitled to attend the Extraordinary General Meeting be sent to him free of charge by e-mail, specifying the e-mail address to

which the list should be sent. Such a request may be sent in the electronic form to the following e-mail address: [walne@grupatrakcja.com](mailto:walne@grupatrakcja.com).

The list of shareholders entitled to participate in the Extraordinary General Meeting will be available at the Company's registered office at Al. Jerozolimskie 100, 2<sup>nd</sup> floor, 00-807 Warsaw, Poland, from 9:00 till 16:00, for three days prior to the date of the Extraordinary General Meeting, i.e. 7-11 October 2022.

People entitled to attend the Extraordinary General Meeting are requested to register and pick up voting equipment immediately before the commencement of the meeting.

Electronic communication between shareholders and the Company is carried out via e-mail to: [walne@grupatrakcja.com](mailto:walne@grupatrakcja.com).

#### **§ Shareholder's right to request that specific issues be included in the agenda of the Extraordinary General Meeting of Shareholders**

A shareholder or shareholders representing at least one-twentieth of the share capital may request that specific issues be included in the agenda of the General Meeting. The request of a shareholder or shareholders should be submitted to the Management Board of the Company not later than twenty-one days before the date of the General Meeting (till 21 September 2022). The request should include grounds for the request or draft resolutions regarding the proposed agenda. The request must be accompanied by documents confirming the right to submit the request. The request may be submitted in writing or in electronic form via e-mail to [walne@grupatrakcja.com](mailto:walne@grupatrakcja.com).

#### **§ Shareholder's right to submit draft resolutions on issues included in the agenda of the General Meeting or matters which are to be introduced to the agenda before the date of the General Meeting**

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company may, before the date of the General Meeting, submit to the Company in writing or electronically to the email: [walne@grupatrakcja.com](mailto:walne@grupatrakcja.com), draft resolutions concerning matters put on the agenda of the General Meeting or matters to be put on the agenda. They must be accompanied by documents confirming the right to submit the request. The Company shall promptly publish the draft resolutions on its website.

#### **§ Shareholder's right to submit draft resolutions concerning matters introduced to the agenda during the General Meeting**

Each shareholder may, during the General Meeting, propose draft resolutions on issues included in the agenda.

#### **§ Manner of exercising voting rights by proxy**

A shareholder who is a natural person may participate in the General Meeting and exercise his/her voting rights in person or by proxy. A shareholder who is not a natural person may participate in the General Meeting and exercise its voting right through a person authorized to make statements on its behalf, or by proxy.

A proxy may exercise all rights of the shareholder at the General Meeting, unless the power of attorney provides for otherwise. A proxy may grant further proxies, if the power of attorney grants such a right. A proxy may represent more than one shareholder and vote differently for each shareholder. The

shareholder holding shares that are registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares held in each account.

A power of attorney to attend the General Meeting and exercise voting rights should be granted in writing or electronically.

A power of attorney authorizing to participate and exercise voting rights must be served as original or certified copy no later than on the date of the General Meeting (until 8:30 p.m.). At least one business day before the date of the General Meeting, not later than till 3 p.m. on 11 October 2022, the shareholder shall notify the Company of the fact of granting a power of attorney (whatever its form is), by sending information via e-mail to: **walne@grupatrakcja.com**. The power of attorney should be sent in such a way as to ensure effective verification of its validity. For this reason, for example the power of attorney granted in writing sent by e-mail should be scanned into a PDF file. A notification on granting power of attorney should contain details of the proxy and the principal, indicating the following details:

- for natural persons: forename(s), surname, series and number of identity card, address, phone number, and e-mail address;
- for other entities: name (business name), number of registration with the relevant register, address, phone number and e-mail address. For legal persons, the power of attorney should be accompanied with a certified copy of an entry into the relevant register, scanned to a PDF file and not older than 3 months.

The information on granting the power of attorney should also include its scope, i.e. specify the number of shares, on which voting right will be exercised, and the date of the General Meeting, during which these rights will be exercised.

The Company reserves the right to take action in order to identify the shareholder and the proxy, and verify the validity of a produced power of attorney granted in electronic form. The verification process may involve asking the shareholder or proxy about specific questions, electronically or by telephone, in order to determine the power of attorney and its scope. If a shareholder or proxy fails to confirm the fact of granting the power of attorney, or if the Company does not receive answers to the questions asked no later than on the date of the General Meeting (until 12:30 p.m.), the Company reserves the right to refuse to allow the proxy to participate in the General Meeting.

A written power of attorney (sequence of powers of attorney) granted by a shareholder that is not a natural person should be accompanied by a copy of the entry into the relevant register (original or a copy certified as true copy), not older than 3 months, confirming the right to represent the shareholder.

A current copy of the entry into register kept for a shareholder who is not a natural person should contain entries relating to people granting the power of attorney on behalf of the shareholder who is not a natural person.

Members of the Management Board and employees of the Company may be proxies of a shareholder at the General Meeting.

If a member of the Management Board, member of the Supervisory Board, liquidator, an employee of the Company or a member of governing bodies or employee of a company or cooperative that is

subsidiary of the Company is a proxy at the General Meeting, the power of attorney may authorize to represent only during one General Meeting. A proxy is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest. Granting further proxy is excluded. Such a proxy shall vote in accordance with instructions given by the shareholder.

**§ Possibility and manner of participation in the General Meeting using means of electronic communication**

The Company does not provide for the possibility to participate in general meeting by means of electronic communication.

**§ Manner of voting by correspondence or by electronic means of communication**

The Company does not provide for the possibility of voting by correspondence or by electronic means of communication.

**§ Manner of speaking during the General Meeting by means of electronic communication**

The Company does not provide for the possibility of speaking during the General Meeting by means of electronic communication.

**§ Shareholder's right to ask questions about issues on the agenda**

During the General Meeting, a shareholder has the right to ask questions concerning the items on the agenda.

**§ Access to documentation**

The full text of documents to be presented at the Extraordinary General Meeting, draft resolutions and all information can be obtained, from the date of convening the Extraordinary General Meeting, at the registered office of the Company at Al. Jerozolimskie 100, 2nd floor, 00-807 Warsaw, Poland, or on the Company website [www.grupatrakcja.com](http://www.grupatrakcja.com) in the section "Investor relations\General Meeting\2022\The Extraordinary General Meeting 12.10.2022". At the indicated address of the website there is also an information clause concerning the processing of personal data in connection with the convocation, organization and course of the general meeting.