

Warsaw, 14 September 2022

IBZ4.0132.77.2022.3

**Management Board of Trakcja S.A.
Al. Jerozolimskie 100 II p.
00-807 Warszawa**

REQUEST FOR CONVENING AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY TRAKCJA S.A. WITH THE REGISTERED OFFICE IN WARSAW (hereinafter also: THE COMPANY) AND TO PLACE CERTAIN MATTERS ON THE AGENDA OF THIS MEETING

PKP Polskie Linie Kolejowe S.A. (hereinafter: the Applicant) as a shareholder holding independently at least one-twentieth of the share capital in the Company, i.e. 250,000,000 (in words: two hundred and fifty million) shares in the Company's share capital constituting 74.31% of the share capital in the Company and entitling to exercise 250,000,000 (in words: two hundred and fifty million) votes at the Company's General Meeting, which constitutes 74.31% of the total number of votes at the Company's General Meeting,

Represented jointly by:

Mr. Ireneusz Merchel - President of the Management Board

and

p. Radosław Celiński - Member of the Management Board, Financial and Economic Director

(information corresponding to a current copy from the register of entrepreneurs competent for the Applicant is attached to this application),

pursuant to Article 400 §1 of the Act of September 15, 2000. Commercial Companies Code (i.e. Journal of Laws of 2022, item 1467, as amended) (hereinafter: CCC), requests that an Extraordinary General Meeting of Trakcja S.A. with its registered office in Warsaw be convened and that the following matters be placed on the agenda:

1. Adoption of a resolution on amendments to the Company's Articles of Association.
2. Adoption of a resolution on changing the remuneration of members of the Company's Supervisory Board.
3. Adoption of resolutions on changes in the composition of the Company's Supervisory Board.

JUSTIFICATION

Re. 1

Scope of change:

- a) Introduction to the Articles of Association of the Company of provisions relating to the Agencja Rozwoju Przemysłu S.A. with its registered office in Warsaw (hereinafter: ARP) with respect to the right to appoint and dismiss during the period up to and including June 21, 2023:
- each time 2 (two) members of the Company's Management Board, when IDA's shareholding in the Company's share capital will be at least 5% of shares, and at the same time the Management Board will consist of at least 5 members. Each time 1 (one) member of the Management Board will consist of up to 4 (four) members of the Company's Management Board, when IDA's share in the Company's share capital will be at least 5% of the shares, and at the same;
 - each time 2 (two) members of the Supervisory Board (including the Vice Chairman), when IDA's share in the Company's share capital will be not less than 5%. Each time 1 (one) member of the Supervisory Board (Vice-Chairman) when IDA's share in the Company's share capital will be less than 5%;
- and
- regarding the right of appointment and dismissal after June 21, 2023:
- each time 2 (two) members of the Company's Management Board when IDA's share in the Company's share capital will be above 10%. 1 (one) member of the Company's Management Board, when IDA's share in the Company's share capital will be above 5%, but not more than 10% of the shares;
 - each time 2 (two) members of the Company's Supervisory Board, including the Vice Chairman of the Supervisory Board, when IDA's share in the Company's share capital will be above 10%, 1 (one) member of the Supervisory Board - Vice Chairman of the Supervisory Board, when IDA's share in the Company's share capital will be above 3%, but not more than 10%; whereby the rights indicated above will be granted to IDA as personal rights within the meaning of Article 354 of the Companies Act, and in the event that IDA sells all of its shares in the share capital, IDA's personal rights will expire.
- b) To amend the Articles of Association of the Company regarding the number of members of the Company's bodies as follows:
- The Supervisory Board of the Company shall consist of 5 to 7 members,
 - The Company's Management Board shall consist of no more than 6 members.
- c) Deleting the provisions of Article 13, paragraph 6 of the Company's Articles of Association.

Justification:

Ad a. Pursuant to Article 430 § 1 of the Commercial Companies Code, an amendment to the Articles of Association requires a resolution of the General Meeting.

Ad. b. Pursuant to Article 430 § 1 of the Companies Act, an amendment to the Articles of Association requires a resolution of the General Meeting.

Ad. c. In view of the changes concerning the determination of the number of members of the Company's Supervisory Board, the provision of Article 13, paragraph 6 of the Company's Articles of Association is without purpose.

Re 2.

Scope of change:

The applicant requests that the amounts of remuneration for members of the Company's Supervisory Board be established in accordance with the following:

- PLN 8,000 gross per month - for serving as Chairman of the Supervisory Board of the Company,
- PLN 7,000 gross per month - for serving as Vice Chairman of the Company's Supervisory Board,
- PLN 7,000 gross per month - for serving as a member of the Company's Supervisory Board,
- PLN 500 gross per month - for serving on committees operating within the Company's Supervisory Board.

and

Justification:

Pursuant to the provision of § 17 paragraph 3 of "Remuneration policy for members of the Management Board and Supervisory Board of Trakcja PRkil Spółka Akcyjna with its registered office in Warsaw", remuneration for members of the Company's Supervisory Board is determined by the General Meeting. After PKP Polskie Linie Kolejowe S.A. acquired shares in Trakcja S.A. representing 74.31% of the Company's share capital, the amount of remuneration of members of the Company's Supervisory Board should be changed by taking into account the requirements set forth in the Act of June 9, 2016 on the principles of shaping the remuneration of persons managing certain companies (i.e. Journal of Laws of 2020, item 1907, as amended).

Re 3.

Scope of change:

The applicant requests changes in the composition of the Company's Supervisory Board by:

- dismissal of 2 members from the Company's Supervisory Board,
- appointment of 2 members from the Company's Supervisory Board.

Justification:

In accordance with the provisions of Article 13(3) of the Company's Articles of Association, members of the Company's Supervisory Board are appointed and dismissed by the General Meeting.

Attachments:

1. Information corresponding to a current copy from the register of entrepreneurs of the competent,
2. Certificate of deposit No. 16019001/2022 dated September 13, 2022.