

## **Information on convening an Extraordinary General Meeting of Shareholders of TRAKCJA PRKil S.A.**

Information on convening an Extraordinary General Meeting of Shareholders The Management Board of Trakcja PRKil Spółka Akcyjna with its registered office in Warsaw (address: ul. Złota 59, 18th floor, 00-120 Warsaw), registered as number 0000084266 with the business register of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Department of the National Court Register, with the share capital of PLN 41,119,638.40 - fully paid up (hereinafter referred to as: "**the Company**") acting pursuant to Art. 398 and 399 § 1 in conjunction with Articles 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies Code and Article 8 paragraph 2 and Article 10 of the Company Statute (Articles of Incorporation), convenes an Extraordinary General Meeting of Trakcja PRKil S.A. to be held on **28 June 2019** at 9.00 a.m. in Warsaw, Chicago Room of the Polonia Palace Hotel, Al. Jerozolimskie 45, 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 resolutions on the Company's share capital increase by issuance of series B ordinary bearer and series C ordinary registered shares by means of private subscription, to the entire exclusion of the pre-emptive rights of current shareholders, dematerialisation and admission to trading on the regulated market operated by the Warsaw Stock Exchange of rights to the series B shares, series B shares, series C shares and amendments to the Articles of Association of the Company;
5. Adoption of a resolution on amending the Company's Articles of Association;
6. 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 12 June 2019 (hereinafter: "**the Date of Registration**").

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

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

To exercise the right to participate, an entity/person entitled under dematerialised shares of the Company should submit, not earlier than after the announcement of convening the Extraordinary General Meeting and no later than on the first business day after the Registration Date, to the entity managing his/her/its securities account to issue a personal certificate of entitlement to participate in the Extraordinary General Meeting.

The list of shareholders entitled to participate in the Extraordinary General Meeting will be established by the Company based on a list drawn up by the entity operating the securities deposit in accordance with the regulations on trading in financial instruments. The entity operating the securities deposit shall prepare the list on the basis of lists submitted no later than twelve days prior to the date of the Extraordinary General Meeting by authorized entities, in accordance with the regulations on trading in financial instruments. The basis for drawing up the list to be submitted to the entity operating the securities deposit are issued certificates of entitlement to participate in the Extraordinary General Meeting of the Company. A shareholder of the Company may request that the list of shareholders entitled to participate in the Extraordinary General Meeting be sent to him/her/it by email, stating the e-mail address to which the list should be sent. This request may be sent in electronic form to the e-mail address: [walne@grupatrakcja.com](mailto:walne@grupatrakcja.com).

Holders of registered shares and interim certificates, and pledgees and usufructuaries who are entitled to vote, are entitled to participate in the Extraordinary General Meeting if they are registered with the stock ledger as of the Registration Date.

The list of shareholders entitled to participate in the Extraordinary General Meeting will be available at the Company's registered office at: ul. Złota 59, 18th floor, 00-120 Warsaw, Poland, from 9:00 till 16:00, for three days prior to the date of the Extraordinary General Meeting, i.e. on 25 June 2019, 26 June 2019 and 27 June 2019.

People entitled to attend the Extraordinary General Meeting are requested to register and pick up voting cards 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 Extraordinary 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 7 June 2019). 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 Extraordinary General Meeting or matters which are to be introduced to the agenda before the date of the Extraordinary General Meeting**

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company may, before the date of the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting**

Each shareholder may, during the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 of a public company 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 Extraordinary General Meeting and exercise voting rights should be granted in writing or electronically using the forms posted at: <http://www.grupatrakcja.com>. A power of attorney granted in writing should be sent to the Company as original or certified copy.

A power of attorney authorizing to participate and exercise voting rights must be served no later than on the date of the Extraordinary General Meeting (until 8:00 a.m.). The Company should be notified of the fact of granting a power of attorney electronically, by means of electronic communication, by sending information via e-mail to: [walne@grupatrakcja.com](mailto: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, the power of attorney 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 Extraordinary General Meeting, during which these rights will be exercised. Granting power of attorney in electronic form does not require a secure electronic signature.

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 Extraordinary General Meeting (until 8:00 a.m.), the Company reserves the right to refuse to allow the proxy to participate in the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting using means of electronic communication**

The Company does not allow for the possibility of participation and speaking during the Extraordinary General Meeting by means of electronic communication.

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

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

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

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

**§ 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 ul. Złota 59, 18th floor, 00-120 Warsaw, Poland, or on the Company website in the section "Relacje Inwestorskie\Walne Zgromadzenie\2019\Nadzwyczajne Walne Zgromadzenie 28.06.2019". 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.

Comments of the Management Board or the Supervisory Board regarding issues put on the agenda of the General Meeting or matters to be put on the agenda before the date of the Extraordinary General Meeting will be available on the Company website immediately after being drawn up.

In the attachment the Management Board presents:

Draft resolutions for the Extraordinary General Meeting 28.06.2019

Opinion of the Management Board of Trakcja PKRil S.A. as to the reasons for depriving shareholders of the pre-emptive right to Series B Shares and Series C Shares and the manner of determining the issuance price of these shares