

**Draft resolutions to be discussed by the Annual General Meeting of Shareholders  
convened for 29 June 2021**

**Re. 1 of the agenda**

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the election of Chairman of the Annual General Meeting**

§1

*Pursuant to Article 409 § 1 of the Code of Commercial Companies, the Annual General Meeting decides to elect [\_] as the Chairman of the Annual General Meeting.*

§2

*The resolution becomes effective on the moment of its adoption.”*

*Justification: The Annual General Meeting is obliged to elect a Chairman according to art. 409 § 1 of the Commercial Companies Code.*

**Re. 3 of the agenda**

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the acceptance of the agenda of the General Meeting**

§1

*The Company's Annual General Meeting accepts the meeting agenda of the Company's General Meeting as follows:*

- 1. Opening of the Annual General Meeting and adoption of a resolution on the election of a Chairman;*
- 2. Confirmation of the correctness of calling the Annual 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. Review and approval of the Supervisory Board's report on the results of the evaluation of the reports referred to in point 5 and point 6 of this meeting agenda, assessment of the Company's situation and Trakcja Group's situation;*
- 5. Review and adoption of resolution on the approval of the Company's Management Board's Report on the Company's and Trakcja Capital Group's activities in the period from 1 January 2020 to 31 December 2020 and the Company's financial statements for the financial year ended on 31 December 2020;*
- 6. Review and adoption of a resolution on the approval of the consolidated financial statements of the Trakcja Capital Group for the financial year ended on 31 December 2020;*

7. Adoption of a resolution on the cover of the loss for the year 2020;
8. Adoption of resolutions awarding a vote of approval to the members of the Company's Management Board for the fulfilment of their duties in the financial year ended on 31 December 2020;
9. Adoption of resolutions awarding a vote of approval to the members of the Company's Supervisory Board for the fulfilment of their duties in the financial year ended on 31 December 2020;
10. Adoption of a resolution to amend the Regulation of the Supervisory Board.
11. Adoption of a resolution on giving opinion regarding the Report on remuneration of the Management Board and Supervisory Board;
12. Closure of the Annual General Meeting.

§2

*The resolution becomes effective on the moment of its adoption."*

*Justification: The Annual General Meeting is obliged to adopt the agenda and proceed in accordance with it, pursuant to art. 404 § 1 and 409 § 2 of the Commercial Companies Code.*

#### **Re. 4 of the agenda**

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the approval of the Supervisory Board's report**

§1

*After reviewing the Supervisory Board's report covering the results of the assessment of the Management Board's report on the Company's and Trakcja Capital Group's activities in the period from 1 January 2020 to 31 December 2020 and the Company's financial statement for the financial year ended on 31 December 2020, as well as the Trakcja Capital Group's consolidated financial statement for the financial year ended on 31 December 2020, the assessment of the Company's situation, the assessment of the Trakcja Group's situation, the Annual General Meeting of the Company decides to approve this report.*

§2

*The resolution becomes effective on the moment of its adoption."*

*Justification: Adoption of this resolution is justified by Article 382 § 3 of the Commercial Companies Code and compliance with the detailed rules of the Code of Best Practice for WSE Listed Companies.*

#### **Re. 5 of the agenda**

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw**

**of [\*/]**  
**on the approval of the Company's Management Board's Report on the Company's and Trakcja Capital Group's activities in the period from 1 January 2020 to 31 December 2020 and the Company's financial statement for the financial year ended on 31 December 2020**

**§1**

*Pursuant to Article 395 § 2 point 1 of the Code of Commercial Companies, after reviewing the Company's Management Board's Report on the Company's and Trakcja Capital Group's activities in the period from 1 January 2020 to 31 December 2020, the Annual General Meeting decides to approve it.*

**§2**

*Pursuant to Article 395 § 2 point 1 of the Code of Commercial Companies, the Annual General Meeting, after reviewing the Company's financial statement for the financial year ended on 31 December 2020, consisting of:*

- 1. the Company's profit and loss account for the period from 1 January 2020 to 31 December 2020 showing net loss amounting to **PLN 70.481.175,84** (seventy million four hundred eighty one thousand one hundred seventy five zlotys 84/100);*
- 2. total income report for the period from 1 January 2020 to 31 December 2020 showing a negative value of comprehensive income of **PLN 70.457 thousand** (seventy million four hundred fifty seven thousand zlotys);*
- 3. the Company's balance sheet as per 31 December 2020 showing the assets and liabilities in the amount of **PLN 1.134.587 thousand** (one billion one hundred thirty four million five hundred eighty seven thousand zlotys);*
- 4. the cash flow statement for the period from 1 January 2020 to 31 December 2020 showing the decrease of cash balance by **PLN 40.821 thousand** (forty million eight hundred twenty one thousand zlotys);*
- 5. the Company's balance of changes in equity for the period from 1 January 2020 to 31 December 2020 showing the decrease of equity of **PLN 70.280 thousand** (seventy million two hundred eighty thousand zlotys); and*
- 6. additional information and explanations,*

*approves the Company's financial statements for the financial year ended on 31 December 2020.*

**§3**

*The resolution becomes effective on the moment of its adoption."*

*Justification: The Annual General Meeting considers and approves the Management Board's report on the activities of the Company and the Trakcja Capital Group and the Company's financial statement for the previous financial year in accordance with Article 395 § 2 point 1 of the Commercial Companies Code.*

**Re. 6 of the agenda**

**"Resolution No. [\*/]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*/]**

**on the approval of the consolidated financial statement of the Trakcja Capital Group for the financial year ended on 31 December 2020**

§1

Pursuant to Article 395 § 5 of the Code of Commercial Companies, the Annual General Meeting, after reviewing the consolidated financial statement of the Trakcja Capital Group for the financial year ended on 31 December 2020, consisting of:

1. the consolidated profit and loss account for the period from 1 January 2020 to 31 December 2020 showing a net loss amounting to **PLN 109.986 thousand** (one hundred nine million nine hundred eighty six thousand zlotys);
2. the consolidated total income report for the period from 1 January 2020 to 31 December 2020 showing a negative value of comprehensive income of **PLN 86.965 thousand** (eighty six million nine hundred sixty five thousand zlotys);
3. the consolidated balance sheet prepared as per 31 December 2020 showing the assets and liabilities in the amount of **PLN 1.477.756 thousand** (one billion four hundred seventy seven million seven hundred fifty six thousand zlotys);
4. the consolidated cash flow statement for the period from 1 January 2020 to 31 December 2020 showing the increase of cash balance by **PLN 28.445 thousand** (twenty eight million four hundred forty five thousand zlotys);
5. balance of changes in the consolidated equity for the period from 1 January 2020 to 31 December 2020 showing the decrease of consolidated equity by **PLN 88.368 thousand** (eighty eight million three hundred sixty eight thousand zlotys); and
6. the additional information and explanations;

approves the consolidated financial statement of the Trakcja Capital Group for the financial year ended on 31 December 2020.

§2

The resolution becomes effective on the moment of its adoption.”

Justification: The possibility of adopting this resolution results from art. 395 § 5 of the Commercial Companies Code.

**Re. 7 of the agenda**

**„Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the cover of the loss for year 2020**

§1

Pursuant to Article 395 § 2 point 2) of the Code of Commercial Companies, the Annual General Meeting hereby decides that the Company's loss for the period from 1 January 2020 to 31 December 2020 in the amount of **PLN 70 481 175,84** (seventy million four hundred eighty one thousand one hundred seventy five zlotys 84/100) will be covered fully from the supplementary capital from the surplus achieved from the issue of shares above their nominal value.

§2

The resolution becomes effective on the moment of its adoption.”

*Justification: Pursuant to Art. 395 § 2 point 2 of the Commercial Companies Code, the competence of the Annual General Shareholders Meeting is to make a decision on covering the loss for 2020. According to the proposal of the Company's Management Board, the loss should be covered in its entirety from the reserve capital (Art. 396 CCC).*

## **Re. 8 of the agenda**

*Justification: The Annual General Meeting is obliged to adopt the following resolutions according to art. 395 § 2 point 3 of the Commercial Companies Code.*

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Marcin Lewandowski for the fulfilment of the duties of  
President of the Company's Management Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Marcin Lewandowski** a vote of approval for the fulfilment of the duties of President of the Company's Management Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption.”*

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Paweł Nogalski for the fulfilment of the duties of Vice -  
President of the Company's Management Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Paweł Nogalski** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption.”*

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw**

**of [\*]  
on the award of a vote of approval to Mr. Aldas Rusevičius for the fulfilment of the duties of  
Vice - President of the Company's Management Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Aldas Rusevičius** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mr. Arkadiusz Arciszewski for the fulfilment of the duties  
of Vice - President of the Company's Management Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Arkadiusz Arciszewski** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mr. Adam Stolarz for the fulfilment of the duties of a  
Member of the Company's Management Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Adam Stolarz** a vote of approval for the fulfilment of the duties of a Member of the Company's Management Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Robert Sobków for the fulfilment of the duties of a Member of the Company's Management Board in 2020**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Robert Sobków** a vote of approval for the fulfilment of the duties of a Member of the Company's Management Board in 2020.

§2

The resolution becomes effective on the moment of its adoption."

**Re. 9 of the agenda**

Justification: The Annual General Meeting is obliged to adopt the following resolutions according to art. 395 § 2 point 3 of the Commercial Companies Code.

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr Dominik Radziwiłł for the fulfilment of the duties of Chairman of the Company's Supervisory Board in 2020**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Dominik Radziwiłł** a vote of approval for the fulfilment of the duties of Chairman of the Company's Supervisory Board in 2020.

§2

The resolution becomes effective on the moment of its adoption."

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Jorge Miarnau Montserrat for the fulfilment of the duties of Vice-Chairman of the Company's Supervisory Board in 2020**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Jorge Miarnau Montserrat** a vote of approval for the fulfilment of the duties of Vice-Chairman of the Company's Supervisory Board in 2020.

§2

The resolution becomes effective on the moment of its adoption."

**"Resolution No. [\*]  
of the Annual General Meeting**

**of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mr. Miquel Llevat Vallespinosa for the fulfilment of the  
duties of member of the Company's Supervisory Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Miquel Llevat Vallespinosa** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mr. Fernando Perea Samarra for the fulfilment of the  
duties of member of the Company's Supervisory Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Fernando Perea Samarra** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mr Michał Hulbój for the fulfilment of the duties of Vice-  
Chairman of the Company's Supervisory Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Michał Hulbój** a vote of approval for the fulfilment of the duties of Vice-Chairman of the Company's Supervisory Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

**"Resolution No. [\*]  
of the Annual General Meeting**

**of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mrs Klaudia Budzisz for the fulfilment of the duties of  
member of the Company's Supervisory Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mrs. Klaudia Budzisz** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mr Krzysztof Tenerowicz for the fulfilment of the duties of  
member of the Company's Supervisory Board in 2020**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Krzysztof Tenerowicz** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2020.*

§2

*The resolution becomes effective on the moment of its adoption."*

## **Re. 10 of the agenda**

**"Resolution no. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
amending the Regulations of the Supervisory Board**

§1

*Acting pursuant to Article 391 § 3 of the Act of 15 September 2000 Code of Commercial Companies, the Annual General Meeting hereby amends the Regulations of the Supervisory Board and adopts its new uniform act.*

§2

*New uniform Regulations of the Supervisory Board constitute appendix no. 1 to this resolution.*

§3

*The resolution becomes effective on the moment of its adoption.”*

*Justification: Amendment of the Supervisory Board Regulations and adoption of a new consolidated text is made pursuant to Art. 391 § 3 of the Commercial Companies Code and Art. 15.5 of the Company's Articles of Association. Amendments to the Regulations of the Supervisory Board concern introduction of provisions regulating the rules of holding remote meetings of the Supervisory Board, which is directly allowed by art. 388 § 1<sup>1</sup> and 406<sup>5</sup> § 3 of the Commercial Companies Code.*

## **Re. 11 of the agenda**

**“Resolution no. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on giving opinion regarding the Report on remuneration of the Management Board and  
Supervisory Board**

§1

*Acting on the basis of the Article 90g section 6 of the Act of 29 July 2005 on public offering and conditions for placing financial instruments on an organised trading venue and on public companies Annual General Meeting decides to positively evaluate Report on remuneration of the Management Board and Supervisory Board of Trakcja S.A. for 2019 and 2020.*

§2

*This Resolution becomes effective on the moment of its adoption.”*

*Justification: The adoption of this resolution is required pursuant to Article 90g section 6 of the Public Offering Act. The general meeting passes a resolution giving an opinion on the remuneration report and the resolution is advisory in character.*