

**STATUTE  
OF A JOINT STOCK COMPANY**

**I. General Provisions**

**Article 1**

The Company's business name shall be: **Trakcja ~~PRKiL~~ Spółka Akcyjna**. The Company may use the following abbreviated business name: **Trakcja ~~PRKiL~~ S.A.** The Company is entitled to use a distinguishing graphic sign.

**Article 2**

The seat of the Company shall be the capital city of Warsaw.

**Article 3**

The Company shall operate in the territory of the Republic of Poland and abroad.

**Article 4**

1. The Company may act in its own name and on its own account as well as in the name and on the account of third parties, under commission, agency, consignment or other contract.

2. The Company may establish, in Poland and abroad, its divisions, branches, representative offices and other organisational units as well as acquire shares in companies and partnerships incorporated under commercial and civil law, and form and participate in companies and partnerships incorporated under commercial and civil law, co-operatives, associations and other joint undertakings in legally admissible forms.

**Article 5**

The duration of the Company shall be unlimited.

**Article 6**

According to the Polish Classification of Activities, the subject of the Company's activities is:

- 6.1 Forestry and logging (Polish SIC code 02);
- 6.2 Other mining and quarrying (Polish SIC code 08);
- 6.3 Mining and quarrying support service activities (Polish SIC code 09);
- 6.4 Manufacture of products of wood and cork, except furniture; manufacture of products from straw and plaiting materials (Polish SIC code 16);
- 6.5 Manufacture of other non-metallic mineral products (Polish SIC code 23);
- 6.6 Manufacture of metals (Polish SIC code 24);
- 6.7 Manufacture of fabricated metal products, except machinery and equipment (Polish SIC code 25);
- 6.8 Manufacture of computer, electronic and optical products (Polish SIC code 26);
- 6.9 Manufacture of electrical equipment (Polish SIC code 27);
- 6.10 Manufacture of machinery and equipment, not classified elsewhere (Polish SIC code 28);
- 6.11 Other manufacturing (Polish SIC code 32);
- 6.12 Repair, maintenance and installation of machinery and equipment (Polish SIC code 33);
- 6.13 Waste collection, processing and treatment activities; raw material recovery (Polish SIC code 38);
- 6.14 Construction of buildings (Polish SIC code 41);
- 6.15 Works related to the construction of civil and marine engineering facilities (Polish SIC code 42);
- 6.16 Specialised construction activities (Polish SIC code 43);
- 6.17 Wholesale and retail trade of motor vehicles and repair of motor vehicles (Polish SIC code 45);
- 6.18 Wholesale trade, except motor vehicle wholesaling (Polish SIC code 46);
- 6.19 Retail trade, except motor vehicle retailing (Polish SIC code 47);
- 6.20 Land transport and transport via pipelines (Polish SIC code 49);
- 6.21 Warehousing and support activities for transportation (Polish SIC code 52);

- 6.22 *Hotels and similar accommodation services (Polish SIC code 55);*
- 6.23 *Telecommunications (Polish SIC code 61);*
- 6.24 *Financial service activities, except insurance and pension funding (Polish SIC code 64);*
- 6.25 *Real estate activities (Polish SIC code 68);*
  
- 6.26 *Legal, accounting and bookkeeping, as well as tax consulting services (Polish SIC code 69);*
- 6.27 *Activities of head offices; management consultancy activities (Polish SIC code 70);*
- 6.28 *Architectural and engineering activities; technical testing and analysis (Polish SIC code 71);*
- 6.29 *Scientific research and development (Polish SIC code 72);*
- 6.30 *Advertising, market research and public opinion polling (Polish SIC code 73);*
- 6.31 *Other professional, scientific and technical activities (Polish SIC code 74);*
- 6.32 *Rental and leasing activities (Polish SIC code 77);*
- 6.33 *Security and investigation activities (Polish SIC code 80);*
- 6.34 *Services to buildings and landscape activities (Polish SIC code 81);*
- 6.35 *Education (Polish SIC code 85).*

*If a permit or concession is required for a specific subject of activities, the Company shall commence such activities after obtaining the permit or concession.*

## **II. Bodies of the Company**

### **Article 7**

*The Company's bodies are:*

1. *General Meeting,*
2. *Supervisory Board,*
3. *Management Board.*

### **Article 8**

1. *The Ordinary General Meeting is convened by the Management Board not later than within six months of the end of the financial year.*
2. *The Extraordinary General Meeting is convened by the Management Board either at its own initiative or at the request of the Supervisory Board or the Shareholders who represent at least 5% of the share capital.*
3. *The General Meeting may be convened by the Supervisory Board or any of the Supervisory Board members, if:*
  - 1) *the Management Board fails to convene an ordinary General Meeting within the required period;*
  - 2) *despite the request referred to in Article 8.2, the Management Board fails to convene an Extraordinary General Meeting in accordance with Article 8.2.*

### **Article 9**

1. *The powers of the General Meeting include adoption of resolutions related to matters set forth in applicable laws and this Statute.*
  
2. *The detailed rules of organisation and functioning of the General Meeting shall be set out in the Rules of the General Meeting, to be adopted by the General Meeting.*

### **Article 10**

*The General Meeting shall be convened by way of public disclosure made in accordance the Commercial Companies Code and Public Offering Act.*

### **Article 11**

The resolutions of the General Meeting shall be adopted by a majority of votes representing more than 2/3 (two thirds) of the votes cast or by a majority of votes representing a higher percentage of the votes cast if a more stringent qualified majority of the votes is required by the applicable provisions of law, for the following matters:

- 1) liquidation of the Company;
- 2) increase of the Company's share capital, redemption of the shares and decrease of the Company's share capital;
- 3) issuing of convertible bonds or any other securities granting their holder the right to vote;
- 4) granting of options giving the right to acquire the shares and/or other securities of the Company and determining of the conditions of the share options;
- 5) revocation of the pre-emptive rights to the Shareholders to acquire newly issued shares;
- 6) sale of the enterprise of the Company or an organized part thereof;
- 7) removal or suspension of the members of the Management Board or the members of the Supervisory Board;
- 8) merger of the Company with another company, division, transformation of the Company;
- 9) delisting of the Company;
- 10) amendment to the Statute.

#### **Article 11A**

1. Resolutions of the General Meeting concerning amendments of Article 13.1, 13.7, 16.3, and 16.7 of the Articles of Association require for their validity at least 80% of the number of votes present at the General Meeting voting in favour of such resolution.
2. Resolutions of the General Meeting concerning redemption of shares require for their validity at least 80% of the number of votes present at the General Meeting voting "in favour" of such resolution.

#### **Article 11B**

The purchase, lease, sale and all other forms of disposal of real property, perpetual usufruct right, or a share in a real property, by the Company does not require a consent of the General Meeting.

#### **Article 12**

The General Meeting is opened by the Chairman or Vice-Chairman of the Supervisory Board and in the case of their absence – by another member of the Supervisory Board. In the case of absence of the members of the Supervisory Board, the General Meeting is opened by the President of the Management Board or the person appointed by the Management Board. In the case of absence of the President of the Management Board or the person appointed by the Management Board, the General Meeting is opened by a notary public delegated to take minutes from the General Meeting.

#### **Article 13**

1. The Supervisory Board shall be composed of 7 (seven) members.
2. The Supervisory Board shall consist of the Chairman, two Vice-Chairmen and other members. Chairman and two Vice-Chairmen, subject to Article 13.9 below, should be elected by the Supervisory Board.
3. The members of the Supervisory Board are appointed and dismissed by the General Meeting, subject to Article 13.4 below.
4. Hereby:
  - 1) COMSA is entitled to appoint and dismiss four members of the Supervisory Board by way of a written statement submitted to the Company;
  - 2) the Key Investor is entitled to appoint and dismiss two members of the Supervisory Board by way of a written statement submitted to the Company.

If the number of members of the Supervisory Board is higher or lower than seven as a result of the changes to Article 13.1 or relevant provisions of law, COMSA shall be entitled to appoint and dismiss a number of members of the Supervisory Board equal to 50% of all members of the Supervisory Board

*(rounded down to the nearest whole number) and, additionally, one member of the Supervisory Board. COMSA's right as referred to in the previous sentence shall expire on 1 January 2022, subject to Article 29.4 of the Articles of Association*

*5. At least two members of the Supervisory Board including one member appointed by the General Meeting should meet the conditions of independence set forth in art. 129 section 3 of the Act on Auditors, Audit Companies and Public Supervision dated 11 May 2017 (ustawa o biegłych rewidentach, firmach audytorskich oraz nadzorze publicznym z dnia 11 maja 2017 r.) or any other conditions of independence which replace them.*

*At least one of the member of the Supervisory Board, including one member appointed by the General Meeting, shall meet the following independency criteria:*

- 1) not to be a member of the Management Board of the Company or an associated company, and not having been in such a position for the previous five years;*
- 2) not to be an employee of the Company or an associated company, and not having been in such a position for the previous three years;*
- 3) not to receive, or have received, significant additional remuneration from the Company or an associated company apart from a fee received as a Supervisory Board member;*
- 4) not to be or to represent in any way the controlling shareholder(s) or any shareholder holding at least 5% of all votes at the General Meeting;*
- 5) not to have, or have had within the last year, a significant business relationship with the Company or an associated company, either directly or as a partner, shareholder, director or senior employee of a body having such a relationship;*
- 6) not to be, or have been within the last three years, partner or employee of the present or former external auditor of the Company or an associated company;*
- 7) not to be an executive or managing director in another company in which a member of the Management Board of the Company is a non-executive or supervisory director, and not to have other significant links with members of the Management Board of the Company through involvement in other companies or bodies;*
- 8) not to have served on the Supervisory Board for more than three terms;*
- 9) not to be a close family member of an executive or managing director, or of persons in the situations referred to in points (1) to (8)."*

*6. The Supervisory Board which is not consisted of, regardless of the reasons, the independent members of the Supervisory Board referred in Article 13.5, has the capacity to adopt valid resolutions*

*7. In the event where either COMSA or the Key Investor does not appoint a member (members) of the Supervisory Board within twenty one days from the date of expiry of the mandate of a member (members) of the Supervisory Board appointed by COMSA or the Key Investor respectively, such member(s) of the Supervisory Board should be appointed and dismissed by the General Meeting until such time as COMSA or the Key Investor exercises its right under Article 13.4 above. If COMSA or the Key Investor exercises the right under Article 13.4 above, the mandate of the member (members) of the Supervisory Board appointed by the General Meeting in accordance with this provision shall automatically expire, without affecting the term of office of the Supervisory Board.*

*8. The Supervisory Board which, due to the expiry of the mandate(s) of certain Supervisory Board members (for any reason other than dismissal), consists of less than 7 (seven) but at least 5 (five) members of the Supervisory Board, shall have the power to adopt valid resolutions until the appointment of the missing members.*

*9. In the event the Supervisory Board is elected pursuant to Article 385 § 5 and/or 6 of the Polish Commercial Companies Code, the Chairman shall be appointed by COMSA from among candidates elected pursuant to Article 385 § 5 and/or 6 of the Polish Commercial Companies Code. The above right to appoint the Chairman shall be exercised by a written notice sent to the Company.*

#### **Article 14**

1. *The term of office of the Supervisory Board shall be three years. The members of the Supervisory Board shall be appointed for a joint term of office.*
2. *The Supervisory Board or its individual members elected by the General Meeting can be dismissed before the end of their term of office by virtue of a resolution of the General Meeting. If a member of the Supervisory Board is dismissed during his/her term of office and a new person is appointed in his/her place, the term of office of the new appointee shall end when the entire Supervisory Board's term of office ends. This applies also when the entire Supervisory Board is dismissed during its term of office and new composition of the Supervisory Board is appointed as well as when the composition of the Supervisory Board is expanded with new members during the term of office.*
3. *The work of Supervisory Board shall be directed by the Chairman and in the case of his/her absence – by one of the Vice-Chairman of the Supervisory Board.*
4. *The members of the Supervisory Board can be re-appointed for next terms of office of the Supervisory Board.*
5. *The members of Supervisory Board shall act in the Supervisory Board in person. It shall be also admissible to adopt resolutions without holding a meeting of the Supervisory Board, by circular or with use of means of direct remote communication.*

#### **Article 15**

1. *Meetings of the Supervisory Board are convened at least four times a year, by the Chairman of the Supervisory Board. The meetings are chaired by the Chairman and in the case of his/her absence – by one of the Vice-Chairmen of the Supervisory Board. The Chairman of the Supervisory Board shall also convene a meeting of the Supervisory Board at a written request of the Company's Management Board or a member of the Supervisory Board. The Chairman is selecting a secretary of the Supervisory Board.*
2. *A resolution of the Supervisory Board can be adopted at the meeting if all members of the Supervisory Board have been invited in writing (such invitation being delivered to them at least 7 (seven) days prior to the date designated for such meeting) and at least half of the members must be present at the meeting, including Chairman and at least one Vice-Chairman of the Supervisory Board. The Supervisory Board meetings may also be validly held without being formally convened in the event that all Supervisory Board members are present at such meeting and none of them objected against holding such meeting or any matters on the agenda.*
3. *Subject to Article 388 § 4 of the Polish Commercial Companies Code, resolution of the Supervisory Board may also be adopted by votes cast in writing or through means of instantaneous communication. In such cases draft resolutions shall be presented to all members of the Supervisory Board by the Chairman of the Supervisory Board or, in his/her absence, by one of the Vice-Chairmen of the Supervisory Board.*
4. *Resolutions of the Supervisory Board shall be adopted with simple majority of votes. In the case of a tie, the Chairman of the Supervisory Board has the casting vote.*
5. *Detailed procedure of operation of the Supervisory Board shall be set out in the Rules of Supervisory Board, to be adopted by the General Meeting.*

#### **Article 16**

1. *The Supervisory Board exercises regular supervision over the Company's operations.*
2. *The powers of the Supervisory Board, aside from other matters provided for in applicable laws, include:*
  - 1) *appointment and dismissal of the members of the Management Board subject to Article 18.2 point 2) and 3*
  - 2) *determination of rules of remuneration and terms of employment of the Management Board members;*
  - 3) *approval of the Rules of the Management Board of the Company and any amendments thereto;*
  - 4) *consent for the Management Board to undertake activities competitive to the Company;*

- 5) consent for the members of the Supervisory Board and candidates for the Supervisory Board, in accordance with the provisions of Article 17 herein below, to undertake competitive activities;
- 6) consent for appointment and dismissal of members of any bodies of any subsidiaries or affiliates of the Company;
- 6a) granting consent for appointment and dismissal of supervisory board members of AB Kauno tiltai.
- 7) appointment or removal of the chartered accountant for the Company and the subsidiaries;
- 8) approval of the Company's annual budget, business plan and strategy plan as well as any modifications thereof;
- 9) consent to undertake activities other than those covered by the scope of the Company's core operations or included in the business plan and strategy plan as approved by the Supervisory Board;
- 10) opinion on increase or reduction of the Company's share capital before the draft resolution in this matter is presented to the General Meeting (with the proviso that the opinion of the Supervisory Board in this matter is not binding upon the General Meeting);
- 11) consent for award of options or any other securities convertible or exchangeable to the Company's shares;
- 12) opinion on dissolution of the Company before the draft resolution in this matter is presented to the General Meeting (with the provision that the opinion of the Supervisory Board in this matter is not binding upon the General Meeting);
- 13) consent for the Company to incur financial liabilities (including loans, but excluding financial liabilities as set forth in item 14 below) in the amount exceeding the limits set out by the Supervisory Board;
- 14) consent for the Company to taking bank loans or otherwise undertaking borrowing obligations outside ordinary course of business;
- 15) consent to extend loans in favour of third parties in the amount exceeding the limits set out by the Supervisory Board;
- 16) consent for granting by the Company or its subsidiaries surety, guarantee or other collateral (including on the basis of promissory notes law) for the obligation of third parties, except in the ordinary course of business and in particular (i) for benefit of the companies being members of the Company's group or (ii) for benefit of joint venture partners or consortium members in joint projects under regular operations of the Company and its subsidiaries with regards to railway industry, municipal rolling stock or any other similar entity in construction;
- 17) granting consent to purchase, lease, sale and all other forms of disposal of real property, perpetual usufruct right, or a share in a real property, by the Company, having value exceeding PLN 3,000,000;
- 18) consent for suggested amendments of statutes (articles of association) of any subsidiaries or affiliates of the Company as well as other draft resolutions presented by relevant management boards or the boards of directors prior to be called to the General Meeting of a given subsidiary or affiliated company;
- 19) consent for appointment of commercial proxy [prokurent] for the Company;
- 20) consent for the Company to enter into a contract, transaction or several related contracts or transactions exceeding the scope of the Company's regular operations or unrelated to the Company's core operations, in the amount exceeding the limits set out by the Supervisory Board;
- 21) consent for purchase, sale, rental and disposal of any tangible assets or any other assets of the Company under a contract, transaction or several related contracts or transactions outside of the ordinary course of business, in the amounts exceeding the limits set out by the Supervisory Board;
- 22) consent to take up or acquire or transfer shares or other investment instruments by the Company in other companies or to make other investments in other companies or participate in partnerships or join a joint venture or incorporate any entity, when the amount of single investment exceeds the limits set out by the Supervisory Board;
- 23) consent for participation in tender procedure, in the amount exceeding the limits set out by the Supervisory Board;
- 24) consent for granting guarantees to third parties, other than guarantees given in connection with works that may arise from transactions in the ordinary course of business of the Company;

- 25) consent to purchase or sell intellectual and/or industrial property and to enter into license agreements, in the amount exceeding the limits set out by the Supervisory Board;
- 26) consent to enter into any contracts, transactions or several related contracts or transactions with: (i) shareholders of the Company having shares representing more than 5% of the total number of votes at the General Meeting or their related parties, and (ii) related parties (except for contracts and transactions with the companies being members of the Company's group). For the purposes of this section, a term "related parties" shall mean entities defined in Articles 4.1.4 and 4.1.5 of the Polish Commercial Companies Code;
- 27) consent to enter into exclusivity agreements, in the amount exceeding the limits set out by the Supervisory Board;
- 28) consent to enter into, withdraw from, or amend any shareholders' agreement in the Company's subsidiaries and affiliates;
- 29) consent to fundamental changes of the business of the Company or its model, or starting of new business areas by the Company or its subsidiaries;
- 30) consent to start a new activity by the Company or its subsidiaries which is not related or supplemental to the business activity of the Company or its subsidiaries;
- 31) setting the thresholds referred to in point 13), 23), 25) and 27) above
- 32) setting out the limits set forth in items 14), 15), 16), 20), 21) and 22) above; and
- 33) deciding on the companies to be qualified as the Company's additional Material Subsidiaries as defined in Article 29.2.

3. Resolutions of the Supervisory Board concerning the matters referred to in Articles 16.2 points 2) (if the changes in the terms and conditions of employment are substantial), 7), 9), 10), 11), 13), 14) (except for loans taken out to refinance liabilities arising from bonds issued by the Company), 15), 16), 17), 18), 20), 21), 22), 26), 27), 28), 29), 30), 31) and 32) above and 18.8 below require for their validity the consent of at least six members of the Supervisory Board.

3a. Resolution of the Supervisory Board concerning the matter referred to in Article 16.2 point 6a) requires for its validity the consent of at least five members of the Supervisory Board.

4. Each member of the Supervisory Board shall have an individual right to examine all documents of the Company, to request the Management Board and the employees of the Company to provide him/her with all information and clarifications regarding the Company, its subsidiaries and the Company's and its subsidiaries' operations that he/she deems necessary and to inspect the Company's and its subsidiaries' assets.

5. The Management Board shall undertake to procure to the extent allowed by mandatory provisions of law that the relevant corporate documents of each Material Subsidiary include provisions requiring a consent of the Company (or any other corporate body of such Material Subsidiary controlled by the Company) for taking by each Material Subsidiary any of actions listed in Article 11 and Art. 16.2 ("Key Actions"). If such provisions cannot be directly included in the relevant corporate documents of a Material Subsidiary due to legal constraints, the Management Board shall include such provisions *mutatis mutandis* in such a way so as to best preserve the purpose of such provisions.

6. The Management Board shall obtain the prior consent of the Supervisory Board before passing any resolution (including any resolution at the level of the corporate bodies of any Material Subsidiary) or taking any other action resulting in approving or consenting to taking by any Material Subsidiary of any Key Action.

7. The provisions of Article 16.3 shall apply accordingly to resolutions of the Supervisory Board concerning the approval of Key Actions referred to in Article 11 (with the exception of the actions listed in Article 11.1 point 7) and the merger of companies belonging to the Company's group). Such resolutions of the Supervisory Board require for their validity the consent of at least six members of the Supervisory Board.

## **Article 16A**

1. If Article 18.6 applies, the powers of the Supervisory Board, aside from other matters provided for in applicable laws, shall be limited to:
- 1) assessment of financial statements and the Management Board's annual report and opining the motion of the Management Board on the distribution of profit or covering of losses;
  - 2) making inquiries regarding the Company's business as well as reviewing all documents of the Company;
  - 3) convening the annual General Meeting if the Management Board fails to do this within the prescribed period and convening other General Meetings when the Supervisory Board deems it appropriate;
  - 4) attending the General Meeting;
  - 5) presenting comments to items included in the agenda of the General Meeting, other than the proposed resolutions;
  - 6) appealing to a court against a resolution of the General Meeting;
  - 7) the matters referred to in Articles 16.2 points 2) (if the changes in the terms and conditions of employment are substantial), 7), 9), 10), 11), 13), 14) (except for loans taken out to refinance liabilities arising from bonds issued by the Company), 15), 16), 17), 18), 20), 21), 22), 26), 27), 28), 29), 30), 31) and 32) above and 18.8 below concerning the Company or any of the Material Subsidiaries, as well as the matters referred to in Article 11.1 (except for the actions referred to Article 11.1 point 7) and the merger of the companies from the Company's group) concerning any of the Material Subsidiaries;
- 8) other matters provided for in applicable laws. 2. For the avoidance of doubt, the provisions of Articles 16.3, 16.5, 16.6 and 16.7 shall apply accordingly.
2. Resolutions of the Supervisory Board concerning the matters referred to in Article 16A.1 point 7) require for their validity the consent of at least six members of the Supervisory Board. For avoidance of doubts, Articles 16.3a, 16.5, 16.6 and 16.7 shall apply accordingly.

#### **Article 17**

1. A member of the Supervisory Board may not:
- 1) deal in competitive business, which for the purposes of this Article shall include: (i) construction and assembly, (ii) development activities and real property management, (iii) industrial waste management, (iv) municipal waste management, (v) waste treatment, (vi) production and delivery of energy from renewable sources;
  - 2) participate in any bodies of a competitor,
  - 3) hold shares in a competitor,
  - 4) be an employee, agent, representative or act in conjunction with a competitor, unless he/she was given an express prior consent of the Supervisory Board. For avoidance of doubts, any relation as described hereinabove with a shareholder, who together with its associated companies holds over 25% of votes at the General Meeting, shall not be treated as competitive activities or conflict of interest for the purposes of this Article.
2. A member of Supervisory Board shall not take any actions which would be in conflict with his/her duties as a member of the Supervisory Board or may result in conflict of interest.
3. In the event of a conflict of interest or when taking up competitive activities, the members of the Supervisory Board shall notify this to the Company and shall refrain from taking part in the discussion and voting on this matter.
4. A member of the Supervisory Board shall apply to the Supervisory Board for its prior consent in the event of anticipated undertaking of competitive activities and shall resign from his/her function if the Supervisory Board refuses to grant its consent to such member of the Supervisory Board to take up competitive activities.
5. Prior to appointment, a candidate for a member of the Supervisory Board must give to the Company a statement that he/she does not pursue any competitive activities and is not in a conflict of interest, or a statement specifying, respectively, what competitive activities he/she pursues or what is the conflict of interest he/she is in, together with the request to the Supervisory Board for consent to pursue such competitive activities.



### **Article 18**

1. *The Management Board of the Company is composed of up to 10 members.*
2. *Members of the Management Board shall be appointed and dismissed as follows, subject to Articles 18.6 and 18.7 below:*
  - 1) *up to eight members of the Management Board are appointed and dismissed by the Supervisory Board;*
  - 2) *one member of the Management Board responsible for internal audit is appointed and dismissed by the Key Investor by way of a written statement submitted to the Company;*
  - 3) *one member of the Management Board responsible for key clients is appointed and dismissed by the Key Investor by way of written statement submitted to the Company.*
3. *The term of office of the Management Board shall be three years. The members of the Management Board shall be appointed for a joint term of office.*
4. *The mandate of the Management Board members shall expire on the day, on which the General Meeting, which approves the report, balance sheet and income statement for the last year of the term of office, is held.*
5. *Individual members of the Management Board can be dismissed any time. If a member of the Management Board is dismissed during his/her term of office and a new person is appointed in his/her place, the term of office of the new appointee shall end when the entire Management Board's term of office ends. This applies also when the entire Management Board is dismissed during its term of office and new composition of the Management Board is appointed as well as when the composition of the Management Board is expanded with new members during the term of office.*
6. *In case that due: (i) to changes to Article 13.1, 13.4, (ii) applicable provisions of law or (iii) in the event the Supervisory Board is elected pursuant to Article 385 § 5 and/or 6 of the Polish Commercial Companies Code, COMSA may not appoint such number of the Supervisory Board members that would constitute a majority of the members of the Supervisory Board, COMSA shall be entitled to appoint and dismiss such number of the Management Board members that is equal to 50% of the total number of Management Board members plus 1 (one) member (rounded down to the closest integer).*
7. *In case the number of the Supervisory Board members appointed by COMSA ceases to constitute a majority of the members of the Supervisory Board, a resolution of the General Meeting to dismiss or suspend in their duties member(s) of the Management Board appointed by COMSA shall be passed with a majority of 2/3(two thirds) of the votes cast.*
8. *The detailed rules of operation of the Management Board shall be set out in the Rules of the Management Board of the Company, to be approved by the Supervisory Board.*

### **Article 19**

1. *The Management Board directs the operations of the Company and represents the Company outside.*
2. *The powers of the Management Board encompass all matters not reserved for the General Meeting or the Supervisory Board.*

### **Article 20**

*Statements on behalf of the Company can be given by two members of the Management Board acting jointly or by a member of the Management Board acting jointly with commercial proxy.*

## **III. Principles of the Company's financial management**

### **Article 21**

1. *The share capital of the Company shall not be less than PLN 59,754,932.80 (fifty nine million seven hundred fifty four thousand nine hundred thirty two zlotys and eighty groszes) and not more than PLN 69,354,932.80 (sixty nine million three hundred fifty four thousand nine hundred thirty two zlotys and eighty groszes) and be divided into:*
  - a. *51,399,548 (fifty one million three hundred ninety nine thousand five hundred forty eight) series A ordinary bearer shares;*

- b. 10,279,909 (ten million two hundred and seventy-nine thousand nine hundred and nine) series B ordinary bearer shares;
- c. no more than 25,014,209 (twenty five million fourteen thousand two hundred and nine) series C ordinary registered shares.

1a. The conditional share capital of the Company shall be no more than PLN 13,023,288 (thirteen million twenty three thousand two hundred and eighty eight zlotys) and shall be divided into no more than 16,279,110 (sixteen million two hundred and seventy nine thousand one hundred and ten) D series bearer common shares with a nominal value of PLN 0.80 (eighty grosz) each. An entity holding F series Bonds or G Series Bonds convertible into D series shares issued by the Company shall be entitled to subscribe for and acquire D series shares. A holder of F Series Bonds and/or G Series Bonds may exercise its right to subscribe for and acquire D series shares by no later than the redemption date specified in the terms and conditions of issue of the F series bonds and/or the terms and conditions of issue of the G series bonds, as the case may be, however no sooner than 12 months after the issue date of the F series bonds and the G series bonds and by no later in any event than 31 December 2022.

2. The nominal value of one share is PLN 0.80 (eighty groszes).

#### **Article 22**

The founder of the Company is the State Treasury.

#### **Article 23**

- 1. The share capital can be increased by way of issue of new bearer shares or registered shares. The share capital can be also increased by way of increase of the nominal value of already existing shares.
- 2. The increase of share capital can take place by way of transfer of the Company's own funds for this purpose, accumulated as capital reserves or capital provisions.

#### **Article 24**

- 1. It is not allowed to convert bearer shares into registered shares.
- 2. The shares can be redeemed, on the terms set forth in applicable laws. The redemption of shares shall require a resolution of the General Meeting.

#### **Article 25**

The Company can issue bonds, including convertible bonds and bonds carrying the right of first refusal.

#### **Article 26**

Aside from capital reserves, created in accordance with applicable laws, the Company may create other capital provisions. Capital provisions are created and cancelled by virtue of a resolution of the General Meeting.

### **IV. Final provisions**

#### **Article 27**

- 1. In the event of liquidation of the Company, the General Meeting shall appoint the Company's liquidators and determine how the Company is to be liquidated.
- 2. The Company's assets shall be distributed pro rata to the payments made to the share capital of the Company.

#### **Article 28**

- 1. The powers of the Management Board members shall expire on the day specified in the resolution of the General Meeting concerning the appointment of liquidators.
- 2. The General Meeting and the Supervisory Board shall retain their respective powers until completion of the liquidation.

#### **Article 29**

- 1. For the purposes of these Articles of Association, the term „COMSA” shall have the following meaning – COMSA S.A., a company incorporated under Spanish law, with its registered office in Barcelona,

entered in the Commercial Registry of Barcelona under number B-78158 and (or) each of its legal successors.

2. The term "**Material Subsidiary**" used in these Articles of Association has the following meaning - a direct or indirect subsidiary or a related company whose book value of all assets amounts to at least PLN 5,000,000 or its equivalent in foreign currencies, and other companies selected by the Supervisory Board in accordance with Article 16.2 point 33. For the purposes of these Articles of Association, the term „**Related Entity or Related Entities**” shall have the following meaning – the entity or entities defined in entities defined in Articles 4.1.4 and 4.1.5 of the Polish Commercial Companies Code.

3. For the purposes of these Articles of Association, the term „**the Key Investor**” shall have the following meaning – Agencja Rozwoju Przemysłu Spółka Akcyjna.

4. The provisions of Articles 11A, 13.4. point 1), 13.7, 13.9, 16.3, 16.5, 16.6, 16.7, 16A, 18.6 and 18.7 shall be binding for as long as:

a) (i) COMSA remains a shareholder of the Company and holds directly at least 25% of the total number of votes at the General Meeting of the Company; and (ii) COMSA CORPORACIÓN DE INFRAESTRUCTURAS, S.L., a company incorporated under Spanish law and entered in the Commercial Registry of Barcelona under number B-58982, controls COMSA or its legal successors (i.e.: holds at least 51% of the whole share capital of COMSA and (or) at least 51% of the total number of votes at COMSA’s General Meeting);

or

b) until 1 January 2022;

or

c) until the General Meeting adopts resolution abolishing, changing or violating the Articles 11A, 13.4 point 2), 13.7, 16.3, 16.3a, 16.7, 18.2 point 2) and 3) of the Articles of Association, provided that COMSA was voting in favour of such resolution and the Key Investor was voting against such resolution;

whichever of the above occurs earlier.

If one of the conditions set out in (a) above ceases to be met or if the period referred to in (b) above has elapsed, COMSA’s rights conferred by the provisions of Articles 11A, 13.4 point 1), 13.7, 13.9, 16.3, 16.5, 16.6, 16.7, 16A, 18.6 and 18.7 expire permanently.

5. The provisions of Articles 11A, 13.4 point 2), 13.7, 16.3, 16.3a, 16.7 and 18.2 point 2) and 3) shall be binding for as long as:

a) the Key Investor remains a shareholder of the Company and holds directly or indirectly at least 5% of the total number of votes at the General Meeting of the Company;

or

b) until 1 January 2022;

or

c) until the General Meeting adopts resolution abolishing, changing or violating the Articles 11A, 13.4. point 1), 13.7, 13.9, 16.3, 16.5, 16.6, 16.7, 16A, 18.6 and 18.7 of the Articles of Association, provided that the Key Investor was voting in favour of such resolution and COMSA was voting against such resolution;

whichever of the above occurs earlier.

If the condition set out in (a) above ceases to be met or if the period referred to in (b) above has elapsed, or if the conditions set out in (c) above is met, the Key Investor’s rights conferred by the provisions of Articles 11A, 13.4 point 2), 13.7, 16.3, 16.3a, 16.7 and 18.2 point 2) and 3) expire permanently.