

## **Appendix 1 to Current Report No. 37/2021**

### **Content of the resolutions adopted by the Extraordinary General Meeting of Trakcja S.A. on 10 September 2021**

**Resolution No. 1  
of the Extraordinary General Meeting  
of Trakcja S.A. with its registered office in Warsaw  
of 10 September 2021  
on the election of the Chairperson of the Extraordinary General Meeting**

**§1**

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Trakcja S.A. ("**the Company**") hereby decides to elect Mr Karol Szymański as the Chairperson of the Extraordinary General Meeting of the Company.

**§ 2**

This resolution shall enter into force upon adoption.

**- a total of 49,114,409 valid votes were cast, from the same number of shares, representing 56.81% of shares in the Company's share capital, with**

- for: 49,114,409**
- against: 0**
- abstentions: 0**

**Resolution No. 2  
of the Extraordinary General Meeting  
of Trakcja S.A. with its registered office in Warsaw  
of 10 September 2021  
on adoption of the agenda of the Extraordinary General Meeting**

**§ 1**

The Extraordinary General Meeting of the Company adopts the agenda of the Extraordinary General Meeting of the Company, taking into account the motion, submitted pursuant to § 12 of the Regulations of the General Meeting, to abandon consideration of the matter concerning "Adoption of a resolution on the increase in the Company's share capital through the issue of ordinary bearer series E shares by way of private subscription with the exclusion of the pre-emptive right of the existing shareholders in its entirety, on dematerialisation and request for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange S.A. of series E shares and on the amendment to the Articles of Association", i.e:

- 1) Opening of the Extraordinary General Meeting;
- 2) Election of the Chairperson of the Extraordinary General Meeting;
- 3) Confirmation of the legality of convening the Extraordinary General Meeting and its capacity to adopt resolutions;

- 4) Adoption of the agenda;
- 5) Changes in the Company's Supervisory Board;
- 6) Adoption of a resolution on amending Resolution No. 3 of the Extraordinary General Meeting of the Company of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, the exclusion of the pre-emptive right of the existing shareholders in its entirety in relation to series F and G bonds convertible into shares;
- 7) Adoption of a resolution on amending Resolution No. 5 of the Extraordinary General Meeting of the Company of 14 January 2020 on a conditional increase in the Company's share capital through the issue of series D shares and the exclusion of the pre-emptive right of the existing shareholders in its entirety in relation to series D shares, and on amending the Articles of Association;
- 8) Closing of the Extraordinary General Meeting.

## § 2

This resolution shall enter into force upon adoption.

**- a total of 49,114,409 valid votes were cast, from the same number of shares, representing 56.92 % of shares in the Company's share capital, with**

- **for: 48,938 824**
- **against: 0**
- **abstentions: 271,588**

**Resolution No. 3  
of the Extraordinary General Meeting  
of Trakcja S.A. with its registered office in Warsaw  
of 10 September 2021  
on the convening of an Extraordinary General Meeting of the Company**

## § 1

The Extraordinary General Meeting of Trakcja S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 404 of the Commercial Companies Code, hereby decides to convene the Extraordinary General Meeting of the Company on 29 November 2021 at 10.00 a.m. in the Company's registered office (the exact place of holding shall be specified), with the agenda including, in addition to procedural and orderly matters, the following item:

*„Adoption of a resolution on the increase in the Company's share capital through the issue of ordinary bearer series E shares by way of private subscription with the exclusion of the pre-emptive right of the existing shareholders in its entirety, on dematerialisation and request for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange S.A. of series E shares and on amending the the Articles of Association”.*

## § 2

Authorises and obligates the Management Board of the Company to perform all factual and legal acts in order to make an announcement and organise the Extraordinary General Meeting of the Company pursuant to § 1 above.

### § 3

This resolution shall enter into force upon adoption.

**- a total of 49,114,409 valid votes were cast, from the same number of shares, representing 56.92 % of shares in the Company's share capital, with**

- for: 48,938 824
- against: 0
- abstentions: 271,588

### RESOLUTION NO. 4

**of the Extraordinary General Meeting of the Company under the business name TRAKCJA Spółka Akcyjna  
with its registered office in Warsaw of 10 September  
on the dismissal of a member of the Company's Supervisory Board**

#### § 1

On the basis of Article 385 § 1 of the Commercial Companies Code and Article 13(3) of the Company's Articles of Association, the Extraordinary General Meeting dismisses Mr. Michał Hulbój from the position of the Member of the Company's Supervisory Board.

#### § 2

The resolution shall come into force upon its adoption

**- a total of 49,114,409 valid votes were cast, from the same number of shares, representing 56.92 % of shares in the Company's share capital, with**

- for: 48,938 795
- against: 271,359
- abstentions: 258

### RESOLUTION NO. 5

**of the Extraordinary General Meeting of the Company under the business name TRAKCJA Spółka Akcyjna  
with its registered office in Warsaw of 10 September  
on appointment of a member of the Company's Supervisory Board**

#### § 1

Pursuant to Article 385 § 1 of the Commercial Companies Code and Article 13(3) of the Company's Articles of Association, the Extraordinary General Meeting appoints Ms Magdalena Komaracka as a member of the Company's Supervisory Board.

#### § 2

The resolution shall come into force upon its adoption

**- a total of 49,114,409 valid votes were cast, from the same number of shares, representing 56.92 % of shares in the Company's share capital, with**

- for: 49,209 955
- against: 428
- abstentions: 29

**Resolution No. 6  
of the Extraordinary General Meeting  
of the company under the business name TRAKCJA  
Spółka Akcyjna  
with its registered office in Warsaw  
of 10 September 2021**

**on amending Resolution No. 3 of the Extraordinary General Meeting of the Company of 11  
December 2019 on the issue of series F and G bonds convertible into series D shares, the  
exclusion of the pre-emptive right of the existing shareholders in its entirety, in relation to series  
F and G bonds convertible into shares**

§1

1. The Extraordinary General Meeting of Trakcja S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 393(5) of the Act of 15 September 2000 the Code of Commercial Companies ("Commercial Companies Code"), Article 19 of the Act of 15 January 2015 on bonds ("Act on Bonds") and Article 25 of the Articles of Association, decides to introduce the following amendments to Resolution No. 3 of the Extraordinary General Meeting of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, exclusion in full of the pre-emptive right of the existing shareholders in relation to series F and G bonds convertible into shares:

§ 1(1)(h) shall read as follows:

"The Series F Bonds shall be redeemed no later than 5 business days after disbursement of funds under the sale-leaseback agreement of the Company's real estate located in Bieńkowice (Lower Silesia voivodship) for which the District Court for Wrocław - Krzyków in Wrocław, 4th Land and Mortgage Register Division maintains the land and mortgage register number WR1K/00299630/7 (the "Real Estate"), but in any case no later than 31 December 2023. The Company may provide, in the Terms of Issue, for the possibility of early redemption of the Series F Bonds and specify the cases in which the Company shall be entitled to early redemption of the Series F Bonds and specify the cash benefits connected with early redemption of the Series F Bonds and the manner of their calculation;"

§ 1.1(i) shall read as follows:

"The Series G Bonds shall be redeemed no earlier than prior to the full repayment of:

- i. all Loans, all recourse claims arising from the payment made under the Guarantee and all other monetary obligations of the Obligated Entities under the Financing Documents, the expiry of the Loan Commitments and also before the expiry of all Guarantees (as defined in the Common Terms Agreement dated 27 September 2019 between the Company, its subsidiaries, mBank S.A, Credit Agricole Bank Polska S.A., Bank Polska Kasa Opieki S.A., Bank Gospodarstwa Krajowego and Agencja Rozwoju Przemysłu S.A., as amended ); and
- ii. all recourse claims arising from payments made under the Guarantee and any other monetary obligations of the Obligated Entities under the Financing Documents and the expiry of the Exposure and prior to the expiry of all Guarantees (as defined in the Common Terms Agreement dated 27 September 2019 between the Company, its subsidiaries, AXA Insurance Towarzystwo Ubezpieczeń i Reasekuracji S.A, Credendo - Excess & Surety Societe Anonyme, operating in Poland through Credendo - Excess & Surety Spółka Akcyjna Oddział w Polsce, Generali Towarzystwo Ubezpieczeń S.A., Korporacja Ubezpieczeń Kredytów Eksportowych S.A., Sopockie Towarzystwo Ubezpieczeń Ergo Hestia S.A., Powszechny Zakład Ubezpieczeń S.A. and UNIQA Towarzystwo Ubezpieczeń S.A., as amended);

but in any event no later than 1 February 2024. If, by 1 February 2024, the debts described in sub-paragraphs (i) or (ii) above have not been paid in full, the debts arising from the redemption of the Series G Bonds shall be credited against the purchase price of new issue bonds issued by the Company or another debt instrument, which shall mature after the debts described in sub-paragraphs (i) or (ii) above have been paid in full. The Company may, in the Terms of Issue, provide for the possibility of early redemption of the Series G Bonds and specify the cases in which the Company shall be entitled to early redemption of the Series G Bonds as well as specify the cash benefits connected with early redemption of the Series G Bonds and the manner of their calculation;"

§ 2(2)(c) shall read as follows:

"the right to convert the Bonds into Series D Shares may be exercised by the bondholder, in the manner specified in the Act on bonds and the Commercial Companies Code, by submitting a written declaration to convert the Bonds into Series D Shares up to the date of redemption of the Bonds, on the terms and within the time limits specified in the Terms of Issue, but not earlier than after the lapse of 12 months from the date of issue of the Bonds and not later than the date of their redemption. The conversion will take place no more frequently than quarterly on the dates specified in the Terms of Issue and, in the case of Series G Bonds – from 1 February 2022, the conversion of such bonds into Series D shares will be possible at any time prior to their redemption date, subject to the regulations of the National Depository for Securities S.A. in Warsaw (Krajowy Depozyt Papierów Wartościowych w Warszawie S.A., "KDPW"). Upon the submission of the aforementioned declaration on the conversion of the Bonds into Series D Shares, the bondholder's claim for the payment of cash benefits from the Bonds subject to the conversion shall cease and the bondholder's claim for the delivery or recording of Series D Shares in the securities account shall arise;"

2. In the remaining scope, Resolution No. 3 of the Extraordinary General Meeting of the Company of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, the exclusion of the pre-emptive right of the existing shareholders in its entirety, in relation to series

F and G bonds convertible into shares, subsequently amended by Resolution No. 3 of the Extraordinary General Meeting of the Company of 14 January 2020 on the amendment of Resolution No. 3 of the Extraordinary General Meeting of the Company of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, the exclusion of the pre-emptive right of the existing shareholders in its entirety, in relation to series F and G bonds convertible into shares, subsequently amended by Resolution No. 27 of the Ordinary General Meeting of 30 June 2020 on the amendment of Resolution No. 3 of the Extraordinary General Meeting of the Company of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, the exclusion of the pre-emptive right of the existing shareholders in its entirety, in relation to series F and G bonds convertible into shares, remains unchanged.

§ 2

This resolution shall enter into force upon adoption.

- a total of **49,114,409** valid votes were cast, from the same number of shares, representing **56.92** % of shares in the Company's share capital, with
- for: **48,939 252**
- against: **0**
- abstentions: **271,160**

**Resolution No. 7**  
**of the Extraordinary General Meeting**  
**of the company under the business name Trakcja Spółka Akcyjna**  
**with its registered office in Warsaw**  
**of 10 September 2021**  
**on the amendment of Resolution No. 5 of the Extraordinary General Meeting of the Company of 14 January 2020 on conditional increase in the Company's share capital through the issue of series D shares and the exclusion of the pre-emptive right of the existing shareholders in its entirety in relation to series D shares, and on amending the Articles of Association**

§1.

1. The Extraordinary General Meeting of Trakcja S.A. with its registered office in Warsaw (the "Company") in order to enable the exercise of the rights to subscribe for the Company's series D shares ("**Series D Shares**") resulting from the series F bonds and series G bonds issued by the Company on the basis of Resolution No. 3 of the Extraordinary General Meeting of 11 December 2019 (the "**Bonds**"), pursuant to Article 448 and Article 449 of the Commercial Companies Code, decides to introduce the following amendments to Resolution No. 5 of the Extraordinary General Meeting of 14 January 2020 on conditional increase in the Company's share capital through the issue of series D shares and the exclusion of the pre-emptive right of the existing shareholders in its entirety in relation to series D shares, and on amending the Articles of Association:

§ 1(7) shall read as follows:

"The right to subscribe for Series D Shares will be exercisable by the bondholder on a date not later than the redemption date specified in the terms and conditions of the issue of the

Bonds, but not earlier than 12 months from the date of issue of the Bonds and not later than 31 December 2023 in the case of Series F bonds and 1 February 2024 in the case of Series G bonds."

§ 5(1) shall read as follows:

"In connection with the conditional increase in the share capital through the issue of Series D Shares, the Extraordinary General Meeting, acting on the basis of Article 430 of the Commercial Companies Code, resolves to amend Article 21(1a) of the Articles of Association by giving it the following wording:

- a) *The conditional share capital of the Company shall amount to no more than PLN 13,023,288 (in words: thirteen million twenty-three thousand two hundred and eighty-eight zloty) and shall be divided into no more than 16,279,110 (in words: sixteen million two hundred and seventy-nine thousand one hundred and ten) ordinary series D bearer shares with a nominal value of PLN 0.80 (in words: eighty groszy) each. A person entitled to acquire Series D shares shall be the holder of Series F bonds or Series G bonds convertible into Series D shares issued by the Company. The right to subscribe for series D shares may be exercised by a person holding series F bonds or series G bonds at a date no later than the redemption date determined, respectively, in the terms and conditions of issue of series F bonds and the terms and conditions of issue of series G bonds, not earlier than 12 months after the date of issue of series F bonds and series G bonds, and no later than by 31 December 2023 in the case of series F bonds and by 1 February 2024 in the case of series G bonds.*
2. Pursuant to Art. 430 § 5 of the Commercial Companies Code, the Supervisory Board is hereby authorised to determine the consolidated text of the Articles of Association, taking into account the amendment to the Articles of Association related to the conditional increase in the Company's share capital referred to in § 1 above.
3. In the remaining scope, Resolution No. 5 of the Extraordinary General Meeting of the Company of 14 January 2020 on conditional increase in the Company's share capital through the issue of series D shares and the exclusion of the pre-emptive right of the existing shareholders in its entirety in relation to series D shares, and amending the Articles of Association, remains unchanged.

## §2.

The Resolution shall come into force on the day of its adoption, with the reservation that the share capital increase and the amendment to the Articles of Association shall be effected on the date of entry of the amendment in the Register of Entrepreneurs of the National Court Register.

- a total of 49,114,409 valid votes were cast, from the same number of shares, representing 56.92 % of shares in the Company's share capital, with
- for: 48,939 252
- against: 0
- abstentions: 271,160