

**Draft resolutions to be discussed at the Extraordinary General Meeting
Trakcja S.A. convened for October 12, 2022**

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

§1

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

§2

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

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

**“Resolution No. [*]
of the Extraordinary 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 Extraordinary General Meeting accepts the meeting agenda of the Company’s General Meeting as follows:

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 resolution to amend the Company's Articles of Association;
5. Adoption of a resolution on changing the remuneration of members of the Company's Supervisory Board;
6. Adoption of resolutions on changes in the composition of the Company's Supervisory Board;
7. Closure of the Extraordinary General Meeting.

§2

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

Justification: The 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.

“Resolution No. [*]

**of the Extraordinary General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on amending the Articles of Association of the Company**

§1

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders amends the Articles of Association of the Company as follows:

1. Article 13 of the Company's Articles of Association is amended to read as follows:

"1. The Supervisory Board shall be composed of 5 to 7 members.

2. The Supervisory Board shall consist of the Chairman, two Vice-Chairmen and other members. Chairman and two Vice-Chairmen should be elected by the Supervisory Board, except as provided in paragraph 3 below.

3. The members of the Supervisory Board are appointed and dismissed by the General Meeting as follows:

- 1) until June 21, 2023, inclusive, based on the personal powers vested Agencja Rozwoju Przemysłu Spółka Akcyjna (KRS 0000037957), as well as its legal successors (the " **Entitled Shareholder** "), the Entitled Shareholder shall be entitled to appoint and dismiss the following:
 - a. if the Entitled Shareholder holds shares representing at least 5% of the Company's share capital - 2 (two) members of the Supervisory Board (including the Vice Chairman of the Supervisory Board,*
 - b. if the Entitled Shareholder holds shares representing less than 5% of the Company's share capital - 1 (one) member of the Supervisory Board (Vice Chairman of the Supervisory Board),**
- 2) after June 21, 2023, on the basis of personal powers, the Eligible Shareholder is entitled to appoint and dismiss the following:
 - a. if the Entitled Shareholder holds shares representing more than 10% of the Company's share capital - 2 (two) members of the Company's Supervisory Board (including the Vice Chairman of the Supervisory Board).*
 - b. if the Entitled Shareholder holds shares representing more than 3% but not more than 10% of the Company's share capital - 1 (one) member of the Supervisory Board (Vice Chairman of the Supervisory Board).**
- 3) The rights indicated in Article 13.3.1 and 13.3.2 are granted to the Entitled Shareholder as personal rights within the meaning of Art. 354 of the Commercial Companies Code. If the Entitled Shareholder sells all of his or her shares issued by the Company, the Entitled Shareholder's personal rights shall expire.*
- 4) The Entitled Shareholder is entitled to appoint and dismiss members of the Supervisory Board in accordance with items 1 and 2 above based on a written statement submitted to the Company.*
- 5) Members of the Supervisory Board who are not appointed in accordance with items. 1 or 2 above, shall be appointed and dismissed by the General Meeting.*

4. At least two members of the Supervisory Board 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 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).”

5. The Supervisory Board which is not consisted of, regardless of the reasons, the independent members of the Supervisory Board referred in Article 13.4, has the capacity to adopt valid resolutions.

2. Article 18 of the Company's Articles of Association is amended to read as follows:

“1. The Management Board of the Company is composed of up to 6 members.

2. Members of the Management Board shall be appointed and dismissed by the Supervisory Board, except as provided in paragraph 3 below.

3. The members of the Management Board are appointed and dismissed as follows:

- 1) until June 21, 2023, inclusive, based on personal powers, the Entitled Shareholder is entitled to appoint and dismiss:
 - a. if the Entitled Shareholder holds shares representing at least 5% of the Company's share capital, and at the same time the Management Board will consist of at least 5 (five) members - 2 (two) members of the Company's Management Board,
 - b. in the event that an Entitled Shareholder holds at least 5% of the shares of the Company's share capital, and at the same time the Management Board will consist of no more than 4 (four) members - 1 (one) member of the Company's Management Board,
- 2) after June 21, 2023, on the basis of personal powers, the Eligible Shareholder is entitled to appoint and dismiss the following:
 - a. if the Entitled Shareholder holds shares representing more than 10% of the Company's share capital - 2 (two) members of the Company's Management Board,
 - b. if the Entitled Shareholder holds shares representing more than 5% but not more than 10% of the Company's share capital - 1 (one) member of the Company's Management Board
- 3) The rights indicated in Article 18.3.1 and 18.3.2 are granted to the Entitled Shareholder as personal rights within the meaning of Art. 354 of the Commercial Companies Code. If the Entitled Shareholder sells all of his or her shares issued by the Company, the Entitled Shareholder's personal rights shall expire.
- 4) The Entitled Shareholder is entitled to appoint and dismiss members of the Management Board in accordance with items 1 and 2 above on the basis of a written statement submitted to the Company.

- 5) *Members of the Management Board who are not appointed in accordance with items. 1 or 2 above, shall be appointed and dismissed by the Supervisory Board.*
4. *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.*
5. *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.*
6. *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.*
7. *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.*

§2

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

Justification: The agenda indicated in the shareholder's request to convene the Extraordinary General Meeting included an item on amendments to the Company's Articles of Association. All amendments to the Company's Articles of Association were proposed by the shareholder.

**“Resolution No. [*]
of the Extraordinary General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on granting remuneration to members of the Supervisory Board§1**

§1

1. Pursuant to Article 395 § 1 of the Commercial Companies Code, the Extraordinary General Meeting resolves to establish the following amounts of remuneration for the functions performed on the Supervisory Board:
 - 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 Supervisory Board of the Company,
 - PLN 7,000 gross per month - for serving as a member of the Company's Supervisory Board,
 - PLN 500 gross per month - allowance for serving on committees within the Company's Supervisory Board.
2. The remuneration set forth in paragraph 1 above is payable from the date of commencement of service on the Supervisory Board or committee.
3. Remuneration is due in full for each commenced month of function. Remuneration will be paid in advance for each consecutive month by the 5th of the month.

§2

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

Justification: In accordance with the provision of § 17 paragraph 3 of the "Remuneration policy for members of the Management Board of the Company and the Supervisory Board of Trakcja PRKiI Spółka Akcyjna with its registered office in Warsaw", the 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).

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.

**“Resolution No. [*]
of the Extraordinary General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on dismissal of a member of the Supervisory Board of the Company**

§1

Pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting dismisses Mr./Mrs. [__] from the Company's Supervisory Board.

§2

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

**“Resolution No. [*]
of the Extraordinary General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
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**“Resolution No. [*]
of the Extraordinary General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on the appointment of a member of the Supervisory Board of the Company**

§1

Pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting appoints Mr./Mrs. [] as a member of the Company's Supervisory Board.

§2

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

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