

**Resolution no. ...
of the Extraordinary General Meeting of Shareholders
Trakcja S.A. with its registered office in Warsaw, of ... 2022**

on: increasing the Company's equity capital by issuing E series ordinary bearer shares by private placement with full exclusion of the pre-emptive right of current shareholders, dematerialisation and application for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) of E series shares, and on the amendment to the Articles of Association.

§1.

Acting pursuant to Article 431 par. 1, 431 par. 2 point 1), Article 432 par. 1 and Article 433 par. 2 of the Act of 15 September 2000 - the Commercial Companies Code ('the Commercial Companies Code'), the Extraordinary General Meeting of Trakcja S.A. with its registered office in Warsaw ('the Company') resolves as follows:

- 1) the Company's equity capital is hereby increased from the amount of 69,160,780.80 (sixty nine million one hundred sixty thousand seven hundred eighty zloty and eighty groszy) by the amount of PLN 200,000,000.00 (two hundred million zloty), i.e. to the amount of 269,160,780.80 (two hundred sixty nine million one hundred sixty thousand seven hundred eighty zloty and eighty groszy);
- 2) the increase in the Company's equity capital referred to in subpar. 1) shall be made by issuing 250,000,000 (two hundred fifty million) of E series ordinary bearer shares with nominal value of PLN 0.80 (eighty groszy) each ('E Series Shares');
- 3) E Series Shares shall participate in dividend the same as other Company's shares starting with dividend for the financial year 2022, i.e. as of 1 January 2022;
- 4) the issue price of E Series Shares amounts to PLN 0.80 (zero zloty and eighty groszy) per each share;
- 5) E Series Shares shall be covered up in full, including financial contributions before registration of the equity capital's increase by issuing E Series Shares;
- 6) E Series Shares shall be issued by private placement referred to in Article 431 par. 2 point 1) of the Commercial Companies Code within the offer directed at one investor, i.e. the company PKP Polskie Linie Kolejowe S.A. with its registered office in Warsaw (KRS no. 0000037568);
- 7) agreement on taking up E Series Shares should be concluded within 45 (forty five) days as of passing the resolution;
- 8) E Series Shares shall be the subject of application for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) ('GPW') after prior approval and public disclosure of the prospectus which shall be drawn up and submitted for approval by the Polish Financial Supervision Authority ('KNF');
- 9) E Series Shares shall be subject to dematerialisation pursuant to the Act of 29 July 2005 on trading in financial instruments.

§ 2.

In the Company's interest, current shareholders are fully deprived of the pre-emptive right to take up E Series Shares. The Management Board's opinion justifying depriving shareholders of the pre-emptive right to E Series Shares and the manner of determining the issue price of E Series Shares presented in writing to the Company's Extraordinary General Meeting, which constitutes appendix hereto, is hereby approved.

§ 3.

The Company's Management Board is hereby authorised and obliged to make all legal and factual activities in order to increase the Company's equity capital hereunder, including, in particular:

1. determining final terms and conditions of the E Series Shares' offer upon prior consent of the Company's Supervisory Board;
2. submitting an offer to take up E Series Shares in compliance with the rules provided herein;
3. determining the contents of the agreement on taking up E Series Shares and concluding an agreement on taking up E Series Shares;
4. undertaking all activities aimed at entering the equity capital's increase by issuing E Series Shares and amendment to the Company's Articles of Association related to this increase into the Register of Entrepreneurs of the National Court Register;
5. applying to KNF for approval of the prospectus in order to admit E Series Shares to be traded on the regulated market of GPW;
6. suspending or withdrawing the offer of taking up E Series Shares with a reservation of prior consent of the Company's Supervisory Board;
7. and performing any other activities related to the implementation of provisions hereof.

§ 4.

1. The Company's Extraordinary General Meeting agrees to the Company's Management Board's performance of all activities aimed at admission and introduction of E Series Shares to trading on the regulated market of GPW.
2. The Company's Extraordinary General Meeting authorises the Management Board to perform all necessary legal and factual activities, including submission of relevant applications and notifications, in compliance with the requirements specified in legal provisions and regulations, resolutions or guidelines of GPW, KNF and Krajowy Depozyt Papierów Wartościowych S.A. ('KDPW'), as well as relevant supervisory bodies, related to:
 - a) KNF's approval of the prospectus drawn up in order to admit E Series Shares to trading on the primary market of GPW;
 - b) applying for admission and introduction of E Series Shares to trading on the primary market of GPW;
 - c) dematerialisation of E Series Shares including, in particular, concluding agreements with KDPW, the subject of which shall be the registration of E Series Shares in the securities deposit of KDPW.

§ 5.

1. With regard to the increase in the equity capital by issuing E Series Shares the Company's Extraordinary General Meeting, acting on the grounds of Article 430 of the Commercial Companies Code, hereby resolves an amendment to Article 21 par. 1 of the Company's Articles of Association and gives it the following wording:
 1. The Company's equity capital amounts to 269,160,780.80 (two hundred sixty nine million one hundred sixty thousand seven hundred eighty zloty and eighty groszy) and is divided into:
 - a. 51,399,548 (fifty one million three hundred ninety nine thousand five hundred forty eight) A series ordinary bearer shares;
 - b. 10,279,909 (ten million two hundred seventy nine thousand nine hundred and nine) B series ordinary bearer shares;
 - c. 24,771,519 (twenty four million seven hundred seventy one thousand five hundred nineteen) C series ordinary registered shares;
 - d. 250,000,000 (two hundred fifty million) E series ordinary bearer shares.
 2. On the grounds of Article 430 par. 5 of the Commercial Companies Code, the Supervisory Board is hereby authorised to determine the uniform text of the Articles

of Association taking into account amendment to the Articles of Association concerning an increase in the Company's equity capital referred to in par. 5 subpar. 1 above.

§ 6.

The resolution enters into force on the day of passing, with a reservation that the increase in the equity capital and amendment to the Company's Articles of Association shall take effect on making amendments to the entry in the Register of Entrepreneurs of the National Court Register.