

Warsaw, 11 October 2022

OPINION OF THE MANAGEMENT BOARD OF TRAKCJA SPÓŁKA AKCYJNA
WITH ITS REGISTERED OFFICE IN WARSAW DATED 12 OCTOBER 2022
ON
THE CALL FOR SHARE SUBSCRIPTION IN TRAKCJA SPÓŁKA AKCYJNA, ISSUED ON 28
SEPTEMBER 2022

The Management Board of **TRAKCJA** Spółka Akcyjna with its registered office in Warsaw (address: Aleje Jerozolimskie 100, II P, 00-807 Warsaw), entered in the commercial register for the National Court Register kept by the District Court for the City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under KRS 0000084266, NIP [tax identification number:] 5250002439, REGON [statistical number:] 010952900, with the share capital of PLN 269,160,780.80, fully paid-up (hereinafter referred to as the ("**Company**"), acting pursuant to Article 80 of the Act of 29 July 2005 on Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal Laws of 2021, item 1983 and 2140, and Journal of Laws of 2022, item 872 and 1488) (hereinafter referred to as the "**Act**"), makes available to the public the opinion of the Company's Management Board on the call for share subscription in the Company, issued on 28 September 2022 (hereinafter referred to as the "**Call for Share Subscription**") jointly by:

1) **Agencja Rozwoju Przemysłu Spółka Akcyjna** with its registered office in Warsaw at ul. Nowy Świat 6/ 12, 00-400 Warsaw, entered in the commercial register for the National Court Register kept by the District Court of the City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register under KRS 0000037957, NIP [tax identification number:] 5260300204, REGON [statistical number:] 006746410, with the share capital of PLN 8,082,743,000.00, fully paid-up (hereinafter referred to as the "**Calling Party 1**");

and

2) **PKP Polskie Linie Kolejowe Spółka Akcyjna** with its registered office in Warsaw at ul. Targowa 74, 03-734 Warsaw, entered in the commercial register for the National Court Register kept by the District Court of City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, under KRS 0000037568, NIP [tax identification number:] 1132316427, REGON [statistical number:] 017319027, with the share capital of PLN 30,918,953,000.00, fully-up (hereinafter referred to as the "**Calling Party 2**", and collectively with Party 1 as the "**Calling Parties**");

being parties to the agreement referred to in Article 87 para. 1 pt. 5 of the Act, when the threshold of 50% of the total number of votes is exceeded by the Calling Party 2 as a result of the acquisition in exchange for a cash contribution of shares issued as part of an increase in the Company's share capital.

On 29 August 2022, an increase in the Company's share capital was entered in the commercial register, in the amount of PLN 200,000,000 (two hundred million Polish zlotys), i.e. from PLN 69,160,780.80 (sixty nine million one hundred sixty thousand

Warsaw, 11 October 2022

seven hundred eighty Polish zlotys, 80/100) to PLN 269,160,780.80 (two hundred sixty nine million one hundred sixty thousand seven hundred eighty Polish zlotys, 80/100) through the issue of 250,000,000 (two hundred million) Series E ordinary registered shares with par value of PLN 0.80 (eighty groszy) per share. In keeping with the share acquisition agreement of 8 July 2022, the Calling Party 2 acquired shares in the Company in exchange for a cash contribution in the total amount of PLN 200,000,000 (two hundred million Polish zlotys), i.e. for the issue price of PLN 0.80 (eighty groszy) per share. As a result of the acquisition of shares, the Calling Party 2 holds approximately 74.31% of the total number of shares in the Company's share capital, entitling it to cast 250,000,000 (two hundred fifty million) votes at the General Meeting of Shareholders, i.e. approximately 74.31% of the total number of votes at the General Meeting of Shareholders.

As at the publication of the Call for Share Subscription, the Calling Party 1 together with the Calling Party 2 as a party to the agreement referred to in Article 87 para. 1 pt. 5 of the Act, hold the total of 266,117,647 (two hundred sixty six million one hundred seventeen thousand six hundred forty seven) shares in the Company, which constitutes approximately 79.10 % of the total shares in the Company's share capital, entitling it to exercise 266,117,647 (two hundred sixty six million one hundred seventeen thousand six hundred forty seven) at the General Meeting of Shareholders, i.e. approximately 79.10% of the total number of votes at the General Meeting of Shareholders.

Despite the fact that the Call for Share Subscription was issued jointly by the Calling Party 1 and Calling Party 2, the only party that acquires shares thereunder is the Calling Party 1.

1. Information on the Call for Share Subscription

The Call for Share Subscription is for 70,333,329 (seventy million three hundred thirty three thousand three hundred twenty nine) ordinary bearer shares with a par value of PLN 0.80 (eighty groszy) per share, issued by the Company (hereinafter referred to as the "**Shares**").

The Shares constitute approximately 20.90% of the total number of shares in the Company's share capital. Each share entitles its holder to cast 1 (one) vote at the General Meeting of Shareholders; therefore, the Shares entitle their holder to cast the total of 70,333,329 (seventy million three hundred thirty three thousand three hundred twenty nine) votes at the General Meeting of Shareholders which is 20.90% of the general number of votes at the General Meeting of Shareholders.

The Shares are dematerialised and identified at Krajowy Depozyt Papierów Wartościowych S.A. (hereinafter referred to as the "**KDPW**") with ISIN PLTRKPL00014.

The Shares are admitted to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (hereinafter referred to as the "**GPW**").

The Shares are equal as far as the right to cast votes is concerned, i.e. each share entitles its holder to cast 1 (one) vote at the General Meeting of Shareholders.

The Shares are acquired for the price of PLN 1.70 (one Polish złoty, 70/100) per share (hereinafter referred to as the "**Share Price**").

2. Grounds for the Management Board's Opinion

The Opinion of the Company's Management Board is based on the following:

- (a) the Call for Share Subscription issued;
- (b) the information made available to the public on the sale transactions concerning the shares in the Company, including transactions made by the Calling Parties within a 12-month period preceding the Call for Share Subscription;
- (c) the information made available to the public on the Company's and Capital Group's activities and on their financial situation and structure;
- (d) the assessment of economic and factual factors that have an impact on the Company's and Capital Group's activities or performance;
- (e) the knowledge of the industry in which the Company and its Subsidiaries operate;
- (f) the Fairness Opinion issued by IPOPEMA Financial Advisory sp. z o.o. sp. k. (hereinafter referred to as the "IPOPEMA"), as commissioned by the Company, for the purpose of determining of whether the price offered to shareholders in the Call for Share Subscription is fair, which constitutes appendix hereto.

3. Impact of the Call for Share Subscription on the Company's interests, including the Company's employment, the Calling Parties' strategic plans concerning the Company and their potential effect on the Company's employment and on the location of the Company's business activities

The Company's Management Board points out to the fact that the Call for Share Subscription was issued a result of the acquisition of control and the obligation to issue a call for share subscription triggered by the acquisition by the Calling Party 2 of Series E shares in the increased share capital of the Company, which was entered in the commercial register on 29 August 2022, resulting in turn in the threshold of 50% of the total number of votes in the Company.

As stated in the Call for Share Subscription, the issuance thereof forms part of a process to provide for the stability and future growth of the Company and to foster an increase in the Company's value.

According to the Call for Share Subscription, the Calling Parties have no intention to change the profile of the Company's activities.

The Calling Parties did not inform of any impact thereof on the Company's employment or on the location of its activities.

In keeping with the Call for Share Subscription, the Calling Parties do not plan to withdraw the Company's shares from the listing on the stock exchange.

Therefore, the Management Board believes that there are no grounds for concluding that the Call for Share Subscription will have an adverse impact on the Company's employment. The Management Board also believes that the Call for Share Subscription will not have any impact on the location of the Company's operations. In the opinion of the Management Board, the Calling Parties' strategic plans for the Company were not formulated in the Call for Share Subscription in a manner precise enough to allow for a detailed view thereon to be expressed by the Management Board.

Warsaw, 11 October 2022

The Management Board also believes that the Calling Parties intent to strengthen the current policy towards the Company in such a way as to ensure that it carries out its current business activities in the scope that corresponds to its profile and competences.

4. Opinion of the Management Board on the Share Price specified in the Call for Share Subscription

The Company's Management Board assessed the Share Price specified in the Call for Share Subscription in relation to the Company's fair value and taking into account an independent opinion thereon issued by IPOMEMA, a third-party adviser. Based on the information, data, documents, assumptions received and analysed and on the analyses performed, as well as on its own knowledge and experience, taking into consideration reservations and limitations specified in the Fairness Opinion, the adviser confirmed the view of the Company's Management Board that the price of PLN 1.70 per share, as proposed by the Calling Parties in the Call for Share Subscription, is no lower than the fair value.

In the opinion of the Management Board it is also to be pointed out that the Share Price specified in the Call for Share Subscription is no lower than the minimum price set in keeping with Article 79 of the Act, i.e.:

- the Share Price specified in the Call for Share Subscription is no lower than the arithmetic mean of the daily volume-weighted average prices in a 6-month period preceding the notification referred to in the Article 77a para. 1 of the Act (hereinafter referred to as the "Notification"), during which the Company's shares are traded on the main market of the WSE, which is PLN 1.67 (one Polish złoty, 67/100) per share.
- the Share Price specified in the Call for Share Subscription is no lower than the arithmetic mean of the daily volume-weighted average prices in a 3-month period preceding the Notification, during which the Company's shares are traded on the main market of the WSE, which is PLN 1.67 (one Polish złoty, 67/100) per share.

In addition, due to the fact that:

- the Company's shares have been traded in more than one third of the sessions on the WSE in a 3-month period preceding the Notification; and
- the trading volume of the Company's shares in a 6-month period preceding the notification represented more than 1% of the total shares in the Company admitted to trading on a regulated market;

no events have occurred that would trigger the obligation to appoint an audit company in order to establish the fair value in keeping with Article 79 para. 1 pt. 3b of the Act.

According to the Call for Share Subscription, in a 12-month period preceding the issuance thereof, the Calling Party 1 or the Calling Party 2 or the parent companies of the Calling Party 1 or the Calling Party 2, or the subsidiaries of the Calling Party 1 or the Calling Party 2 have not acquire shares in the Company, except for Series E shares acquired by the Calling Party 2 in the increased share capital for the share price of PLN 0.80 (eighty groszy) per share.

5. Disclaimer

This opinion of the Management Board of the Call for Share Subscription is disclosed in order to comply with the obligation under Article 80 of the Act and expresses only the view of the Management Board and is not an investment recommendation within the meaning of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

Warsaw, 11 October 2022

The Management Board commissioned an additional analysis to be performed in relation to the Call for Share Subscription, concerning the share price offered by the Calling Parties. IPOPEMA Financial Advisory sp. z o.o. sp. k. with its registered office in Warsaw issued the Fairness Opinion for the purpose of determining of whether the price specified in the Call for Share Subscription corresponds to the fair value.

Subject to information made available by the Company, concerning its business activities, the Management Board assumes no liability for the accuracy, reliability, completeness or adequacy of information that forms a basis for issuing this opinion.

As far as the assessment of the Call for Share Subscription and the opinion of the Management Board are concerned, each Shareholder should assess independently the investment risk related to the Call for Share Subscription, in particular, to the Share Price specified therein. In proper assessment of the tasks corresponding to the Call for Share Subscription, the opinion of the Company's Management Board is only one of elements that the Shareholder is to take into account when making a decision. In case of any investment or legal doubt, Shareholders should consult professional advisers.

In keeping with Article 80 para. 1 of the Act, this opinion of the Management Board will be disclosed to representatives of the associations of the Company's employees.



Piotr Mechecki
2022.10.11
16:27
48+02'00'

***** **

Document signed by Jakub
Lechowicz
Date: 11/10/2022 16:38:01 CEST

Bartłomiej Cygan
11/10/2022

Appendix:

- The Fairness Opinion issued by IPOPEMA Financial Advisory sp. z o.o. sp. k.