

Appendix 1 to Current Report No. 78/2022

Wording of resolutions adopted at the Extraordinary General Meeting of Shareholders of Trakcja S.A. held on 12 October 2022

**“Resolution No. 1
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
on the appointment of the Chairman of the Extraordinary General Meeting of Shareholders**

Article 1

Pursuant to Article 409 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders hereby resolves to appoint Mr. Paweł Cyganik to act as the Chairman of the Extraordinary General Meeting of Shareholders.

Article 2

The resolution shall become effective upon its adoption.”

- **The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company’s share capital, including:**

- **Votes “for”: 269,877,896**
- **Votes “against”: 0**
- **Votes “abstained”: 0**

**“Resolution No. 2
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
on the approval of the agenda for the Extraordinary General Meeting of Shareholders**

Article 1

The Extraordinary General Meeting of Shareholders adopts the agenda for the Extraordinary General Meeting of Shareholders of the Company with the following items:

1. Opening of the Extraordinary General Meeting of Shareholders and adoption of a resolution on the appointment of the Chairperson;
2. Confirmation of the proper convening of the Extraordinary General Meeting of Shareholders and its capacity to adopt resolutions, and the checking of the attendance list;
3. Adoption of a resolution on the approval of the agenda;
4. Adoption of a resolution on the amendment to the Company’s Articles of Association;
5. Adoption of a resolution on changes to remuneration for members of the Company’s Supervisory Board;
6. Adoption of resolutions on changes to the composition of the Company’s Supervisory Board;
7. Conclusion of the Extraordinary General Meeting of Shareholders.

Article 2

The resolution shall become effective upon its adoption.”

- **The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company’s share capital, including:**

- **Votes “for”: 269,877,896**

- Votes “against”: 0
- Votes “abstained”: 0

**“Resolution No. 3
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
on the amendment to the Company’s Articles of Association**

Article 1

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

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

“1. The Supervisory Board consists of 5 to 7 members.

2. The Supervisory Board comprises the Chairperson, two Deputy Chairpersons and other members. Subject to the provisions of para. 3 below, the Chairperson and two Deputy Chairpersons are appointed by the Supervisory Board.

3. The Supervisory Board members are appointed and recalled in the following manner:

- 1) *Until 21 June 2023 (inclusive), under personal powers granted to Agencja Rozwoju Przemysłu Spółka Akcyjna (KRS 0000037957), as well as its legal successors (“Shareholder Authorised”), the Shareholder Authorised shall have the right to appoint and recall:*

- a. *2 (two) Supervisory Board members (including the Deputy Chairperson of the Supervisory Board), if the Shareholder Authorised holds shares that represent at least 5% of the Company’s share capital;*

- b. *1 (one) Supervisory Board member (Deputy Chairperson of the Supervisory Board), if the Shareholder Authorised holds shares that represent less than 5% of the Company’s share capital;*

- 2) *After 21 June 2023, under personal powers, the Shareholder Authorised shall have the right to appoint and recall:*

- a. *2 (two) Supervisory Board members (including the Deputy Chairperson of the Supervisory Board), if the Shareholder Authorised holds shares that represent at least 10% of the Company’s share capital;*

- b. *1 (one) Supervisory Board member (Deputy Chairperson of the Supervisory Board), if the Shareholder Authorised holds shares that represent at least 3% but not exceeding 10% of the Company’s share capital.*

- 3) *The rights referred to in Article 13 para. 3 pt. 1 and 2 are granted to the Shareholder Authorised as personal powers within the meaning of Article 354 of the Commercial Companies Code. Should the Shareholder Authorised sell all the shares held in the Company, its personal powers expire.*

- 4) *The Shareholder Authorised has the right to appoint and recall the Supervisory Board members in keeping with pt. 1 and 2 above, in keeping with a written statement submitted to the Company.*

- 5) *Members of the Supervisory Board other than those appointed in accordance with the provisions of pt. 1 or 2 above shall be appointed and recalled by the General Meeting of Shareholders.*

4. At least two members of the Supervisory Board should meet the criteria of independence set forth in Article 129 para. 3 of the Act on Statutory Auditors and their Self-Regulatory Body, Audit Firms and Public Supervision of 11 May 2017 or other criteria of independence replacing them.

At least one member of the Supervisory Board should meet the following criteria of independence:

- 1) *not be a member of the Management Board of the Company or any entity related thereto and not to hold such a position in the last five years;*
 - 2) *not be an employee of the Company or any entity related thereto and not to hold such a position in the last five years;*
 - 3) *not to receive, now or in the future, any significant additional remuneration from the Company or any entity related thereto, except for remuneration received as the Supervisory Board member;*
 - 4) *not to represent, in any way whatsoever, the majority shareholder or any other shareholder holding at least 5% of votes at the General Meeting of Shareholders;*
 - 5) *not to have, currently or during the past year, any significant business relationship with the Company or any entity related thereto, both directly or as a partner, shareholder, director or a key employee of the entity that has such a relationship;*
 - 6) *not to be, currently or during the last three years a partner or employee of the current or former external auditor of the Company or any entity related thereto;*
 - 7) *not to be a managing director or an executive director in any other company in which the Company's Management Board member is a non-executive director or a supervisory director, and not to have any other significant relationship with the Company's Management Board members through the performance of duties in other companies or entities;*
 - 8) *not to be a member of the Supervisory Board for longer than three terms of office;*
 - 9) *not to be a family member of an executive director or a managing director or any of the persons referred to in pt. 1) to 8).*
5. *The Supervisory Board which members do not include any independent member of the Supervisory Board, as defined in Article 13 para. 4, regardless of the reason, is capable to adopt important resolutions.*

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

- "1. The Company's Management Board consists of a maximum of 6 members.*
- 2. Subject to the provisions of para. 3 below, the Management Board members are appointed by the Supervisory Board.*
- 3. The Management Board members are appointed and recalled in the following manner:*
- 1) *Until 21 June 2023 (inclusive), under personal powers, the Shareholder Authorised shall have the right to appoint and recall:*
 - a. *2 (two) members of the Company's Management Board if the Shareholder Authorised holds shares that represent at least 5% of the Company's share capital and at the same time the Management Board consist of at least 5 (five) members;*
 - b. *1 (one) member of the Company's Management Board if the Shareholder Authorised shares that at least 5% of the Company's share holds capital and at the same time the Management Board consist of at least 4 (four) members;*
 - 2) *After 21 June 2023, under personal powers, the Shareholder Authorised shall have the right to appoint and recall:*
 - a. *2 (two) Management Board members if the Shareholder Authorised holds shares that represent at least 10% of the Company's share capital;*
 - b. *1 (one) Management Board member if the Shareholder Authorised holds shares that represent between 5% and 10% of the Company's share capital.*
 - 3) *The rights referred to in Article 18 para. 3 pt. 1 and 2 are granted to the Shareholder Authorised as personal powers within the meaning of Article 354 of the Commercial Companies Code. Should the Shareholder Authorised sell all the shares held in the Company, its personal powers expire.*
 - 4) *The Shareholder Authorised has the right to appoint and recall the Management Board members in keeping with pt. 1 and 2 above, in keeping with a written statement submitted to the Company.*

- 5) *Members of the Management Board other than those appointed in accordance with the provisions of pt. 1 or 2 above shall be appointed and recalled by the Supervisory Board.*
4. *The term of the Management Board is three years. The Management Board members shall be appointed for a joint term of office.*
5. *The terms of office of the Management Board members expire as at the General Meeting of Shareholders at which the report, balance sheet and income statement are approved for the last year of the term of office.*
6. *Individual Management Board members may be recalled at any time. If a member of the Management Board is recalled during the term of office and another person is appointed to fill that position, the term of office of the newly appointed person expires as at the end of the entire Management Board's term of office. The same also applies when the entire Management Board is recalled during its term of office and new Management Board is appointed and also when new members are additionally appointed to the Management Board during its term of office.*
7. *The functioning of the Management Board is described in detail in the Management Board Regulations approved by the Supervisory Board.*

Article 2

The Company's Supervisory Board is authorised to determine the unified version of the Company's Articles of Association that include changes implemented by this Resolution.

Article 3

The resolution shall become effective upon its adoption, and has an effect upon the entry in the commercial register for the National Court Register."

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company's share capital, including:

- **Votes "for": 266,117,667**
- **Votes "against": 229**
- **Votes "abstained": 3,760,000**

**„Resolution No. 4
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna
with its registered office in Warsaw
held on 12 October 2022
on changes to remuneration for members of the Company's Supervisory Board;**

Article 1

1. Pursuant to Article 392 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders resolves to fix the following remuneration for members holding positions on the Supervisory Board:
 - Gross monthly remuneration of PLN 8 000 for the holding of the position of the Chairperson of the Company's Supervisory Board;
 - Gross monthly remuneration of PLN 7 000 for the holding of the position of the Deputy Chairperson of the Company's Supervisory Board;
 - Gross monthly remuneration of PLN 7 000 for the holding of the position of a member of the Company's Supervisory Board;
 - gross monthly allowance of PLN 500 for the holding of positions on the committees acting under the Supervisory Board.
2. 1 shall be payable from the commencement date of holding the position on the Supervisory Board or committee.
3. Remuneration shall be payable in full for each commenced month of the term. Remuneration shall be paid in advance for each following month by the 5th day of month.

Article 2

The resolution shall become effective upon its adoption."

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company's share capital, including:

- **Votes "for": 269,877,896**
- **Votes "against": 0**
- **Votes "abstained": 0**

**"Resolution No. 5
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
recalling a member of the Company's Supervisory Board**

Article 1

Pursuant to Article 385 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders recalls Mr. Dominik Radziwiłł from a position on the Company's Supervisory Board.

Article 2

The resolution comes into force upon its adoption."

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company's share capital, including:

- **Votes "for": 266,117,667**
- **Votes "against": 229**
- **Votes "abstained": 3,760,000**

**"Resolution No. 6
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
recalling a member of the Company's Supervisory Board**

Article 1

Pursuant to Article 385 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders recalls Ms. Magdalena Komaracka from a position on the Company's Supervisory Board.

Article 2

The resolution comes into force upon its adoption."

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company's share capital, including:

- **Votes "for": 266,117,667**
- **Votes "against": 3,760,229**
- **Votes "abstained": 0**

**„Resolution No. 7
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna
with its registered office in Warsaw
of 12 October 2022
appointing a member of the Company’s Supervisory Board**

Article 1

Pursuant to Article 385 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders appoints Ms. Karolina Aneta Łukaszewicz as a member of the Company’s Supervisory Board.

Article 2

The resolution shall enter into force on 13 October 2022.”

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company’s share capital, including:

- **Votes “for”: 266,117,667**
- **Votes “against”: 229**
- **Votes “abstained”: 3,760,000**

**“Resolution No. 8
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
appointing a member of the Company’s Supervisory Board**

Article 1

Pursuant to Article 385 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders appoints Mr. Marek Tadeusz Pajewski as a member of the Company’s Supervisory Board.

Article 2

The resolution shall enter into force on 13 October 2022.”

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company’s share capital, including:

- **Votes “for”: 266,117,667**
- **Votes “against”: 229**
- **Votes “abstained”: 3,760,000**

**“Resolution No. 9
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
appointing a member of the Company’s Supervisory Board**

Article 1

Pursuant to Article 385 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders appoints Mr. Łukasz Jakub Smółka as a member of the Company’s Supervisory Board.

Article 2

The resolution shall enter into force on 13 October 2022.”

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company’s share capital, including:

- **Votes “for”: 266,117,667**
- **Votes “against”: 229**
- **Votes “abstained”: 3,760,000**

**“Resolution No. 10
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
appointing a member of the Company’s Supervisory Board**

Article 1

Pursuant to Article 385 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders appoints Ms. Emilia Szkudlarz as a member of the Company’s Supervisory Board.

Article 2

The resolution shall enter into force on 13 October 2022.”

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company’s share capital, including:

- **Votes “for”: 266,117,667**
- **Votes “against”: 229**
- **Votes “abstained”: 3,760,000**

**“Resolution No. 11
of the Extraordinary General Meeting of Shareholders of TRAKCJA
Spółka Akcyjna with its registered office in Warsaw
adopted on 12 October 2022
appointing a member of the Company’s Supervisory Board**

Article 1

Pursuant to Article 385 Section 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders appoints Mr. Krzysztof Paweł Wałdowski as a member of the Company’s Supervisory Board.

Article 2

The resolution shall enter into force on 13 October 2022.”

- The valid votes cast were 269,877,896 in total for the same number of shares which constituted 80.21% of shares in the Company’s share capital, including:

- **Votes “for”: 266,117,667**
- **Votes “against”: 229**
- **Votes “abstained”: 3,760,000**