

**Wording of draft resolutions regarding the issues included in the agenda of the  
Extraordinary General Meeting of Shareholders of Trakcja S.A. with its registered office in  
Warsaw of April 8, 2022**

**Re. 2 of the agenda**

**Resolution No. 1  
of the Extraordinary General Meeting of Trakcja S.A.  
with registered office in Warsaw  
dated ... 2022**  
*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.

**Re. 4 of the agenda**

**Resolution No. 2**  
**of the Extraordinary General Meeting of Trakcja S.A.**  
**with registered office in Warsaw**  
**dated ... 2022**  
*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;
- 2) Election of the Chairman of the Extraordinary General Meeting;
- 3) Confirmation of the correctness of calling the Extraordinary General Meeting and its capacity to adopt resolutions;
- 4) Acceptance of the meeting agenda;
- 5) Adoption of a resolution on increasing the Company's share capital through the issuance of ordinary bearer shares of series E through a private subscription excluding all the pre-emptive rights of the existing shareholders, dematerialization and applying for admission and introduction of series E shares to trading on a regulated market conducted by the Warsaw Stock Exchange and on amending the Articles of Association;
- 6) Closure of the Extraordinary General Meeting.

**§ 2**

The resolution becomes effective on the moment of its adoption.

## Re. 5 of the agenda

### **Resolution No. 3 of the Extraordinary General Meeting of Trakcja S.A. with registered office in Warsaw**

**dated ... 2022**

*on increasing the Company's share capital through the issuance of ordinary bearer shares of series E through a private subscription excluding all the pre-emptive rights of the existing shareholders, dematerialization and applying for admission and introduction of series E shares to trading on a regulated market conducted by the Warsaw Stock Exchange and on amending the Articles of Association;*

#### **§1**

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

- 1) the Company's share capital shall be increased from PLN 69,160,780.80 (sixty nine million one hundred sixty thousand seven hundred eighty zlotys and eighty groszy) by PLN 200.000.000,00 (two hundred million zlotys), i.e. to PLN 269.160.780,80 (two hundred sixty nine million one hundred sixty thousand seven hundred eighty zloty and eighty groszy zlotys);
- 2) The increase of the Company's share capital referred to in section 1) shall be effected through the issuance of 250.000.000 (two hundred and fifty million) ordinary bearer shares of series E, having the nominal value of PLN 0.80 (eighty groszy) each ("**Series E Shares**");
- 3) Series E Shares will participate in dividend, on an equal footing with other shares of the Company, starting from the dividend for the financial year 2022, i.e. starting from January 1, 2022;
- 4) The issue price of Serie E Shares is PLN 0,80 (zero zlotys and eighty groszy) per one share;
- 5) Series E Shares will be covered in full only by cash contributions before the registration of the increase of share capital made by issuing Series E Shares;
- 6) the issue of Series E Shares will be conducted by way of private subscription referred to in Article 431 § 2 item 1) of the Code of Commercial Companies as part of an offer addressed to a single investor, i.e. to the company under the business name PKP Polskie Linie Kolejowe S.A. with its registered office in Warsaw (KRS 0000037568);
- 7) the agreement for taking up Series E Shares should be concluded by 45 (forty five) days from the date of adoption of the resolution;
- 8) Series E Shares will be subject to application for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange S.A. ("**WSE**") after the prospectus has been prepared and made available to the public, which will be subject to the approval of the Polish Financial Supervision Authority ("**KNF**");
- 9) Series E shares shall be subject to dematerialization within the meaning of the Act on Trading in Financial Instruments of July 29, 2005.

## §2

In the interest of the Company, the existing shareholders are entirely deprived of the pre-emptive right to take up Series E Shares. The opinion of the Management Board justifying the deprivation of the shareholders right to take up Series E Shares and the method of determining the issue price for Series E shares presented in writing to the Extraordinary General Meeting of the Company, which constitutes an appendix to this resolution, is acknowledged.

## §3

The Company's Management Board is authorized and obliged to perform all legal and factual acts in order to increase the Company's share capital pursuant to this Resolution, including in particular:

1. to determine the final conditions of the offer of the Series E Shares, subject to the prior approval of the Supervisory Board of the Company;
2. submitting the offer to take up Series E Shares on principles envisaged in the present Resolution;
3. setting the contents of the agreement on taking up Series E Shares and concluding the agreement on taking up Series E Shares;
4. take all actions aiming at registration of the increase of the share capital made by way of issue of Series E Shares in the register of entrepreneurs of the National Court Register and an amendment to the Company's Articles of Association related to the increase in the share capital;
5. submission to KNF of an application for approval of issue prospectus in order to admit the Series S Shares to trading on a regulated market run by WSE;
6. suspension or withdrawal of the offer to take up Series E Shares, subject to the prior approval of the Supervisory Board of the Company; and
7. perform any other actions connected with implementing the provisions of this Resolution.

## §4

1. The Extraordinary General Meeting of the Company expresses its consent to the Management Board of the Company taking all actions aiming at admission and introduction of Serie E Shares to trading on the regulated market run by WSE;
2. The Extraordinary General Meeting of Shareholders of the Company authorizes the Management Board of the Company to undertake all necessary legal and factual acts, including submitting appropriate motions and notices, in accordance with the requirements set forth in applicable laws and regulations as well as regulations, resolutions or guidelines of the WSE, KNF and the National Depository for Securities in Warsaw S.A. ("**KDPW**"), as well as the relevant supervisory authorities related to:
  - a) approval by KNF of the prospectus prepared in order to admit the Series E Shares to trading on the main market run by WSE;
  - b) applying for admission and introduction of Series E Shares to trading on the main market run by WSE;
  - c) dematerialization of Series E Shares, including in particular to conclude agreements with the KDPW whose object will be registration of Series E Shares in the KDPW securities deposit.

## §5

1. In connection with the increase of the initial capital by way of issuing the Series E Shares, the Extraordinary General Meeting of the Company, acting on the basis of Article 430 of the Code of Commercial Companies, adopts changes in Article 21, section 1 of the Articles of Association of the Company, giving it the following wording:
  1. *The share capital of the Company amounts to PLN 269.160.780,80 (two hundred and sixty nine million one hundred and sixty thousand seven hundred and eighty zlotys and eighty eighty groszy) and is divided into:*
    - a) *51.399.548 (fifty one million three hundred ninety nine thousand five hundred forty eight) series A ordinary bearer shares;*
    - b) *10.279.909 (ten million two hundred and seventy-nine thousand nine hundred and nine) series B ordinary bearer shares;*
    - c) *24.771.519 (twenty four million seven hundred seventy one thousand five hundred nineteen) ordinary registered shares of C series;*
    - d) *250.000.000 (two hundred and fifty million) series E ordinary bearer shares.*
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 concerning the increase in the Company's share capital referred to in §5 section 1 above.

## §6

The resolution comes into force as of the date of its adoption, with the reservation that the share capital increase and the amendment to the Company's Articles of Association will take place as of the date of the change of the entry in the Register of Entrepreneurs of the National Court Register.