

**PKP Polskie Linie Kolejowe S.A.**

ul. Targowa 74  
03-734 Warsaw

**Agencja Rozwoju Przemysłu S.A.**

ul. Nowy Świat 6/12  
00-400 Warsaw

Warsaw, 8 November 2022

**Komisja Nadzoru Finansowego**  
**[Financial Supervision Authority]**  
ul. Piękna 20  
00-549 Warsaw  
e-mail: [znaczne.pakiety@knf.gov.pl](mailto:znaczne.pakiety@knf.gov.pl)

**Trakcja S.A.**  
Al. Jerozolimskie 100 II p.  
00-807 Warsaw  
e-mail: [recepca@grupatrakcja.com](mailto:recepca@grupatrakcja.com)

**NOTICE ON CHANGE IN THE SHARE OF THE TOTAL NUMBER OF VOTES IN  
TRAKCJA S.A.**

**PKP Polskie Linie Kolejowe S.A. with its seat in Warsaw** (03-734 Warsaw), ul. Targowa 74, entered into the Register of Entrepreneurs of the National Court Register [Polish abbr.: “KRS”] kept by the District Court for the Capital City of Warsaw, Warsaw, XIV Business Division of the National Court Register under KRS number 0000037568, REGON [Statistical No.] : 017319027, NIP [Tax ID No.]: 1132316427 („**PKP PLK**”),

**and**

**Agencja Rozwoju Przemysłu S.A. with its seat in Warsaw** (00-400 Warsaw), ul. Nowy Świat 6/12, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw, Warsaw, XII Business Division of the National Court Register under KRS number 0000037957, REGON: 006746410, NIP: 5260300204 („**ARP**”),

as entities bound by an understanding referred to in Article 87 (1) (5) of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies (the “Act”),  
(hereinafter referred to jointly as the “Notifying Parties”)

pursuant to Article 69(1)(1) and (2)(2) in connection with Article 87(1)(5) and Article 77h(3) of the Act, are hereby providing notice concerning the exceeding of the threshold of 90% of the total number of votes and the change of the previously held share of over 33% of the total number of votes by at least 1% of the total number of votes in Trakcja S.A. with its seat in Warsaw, (00-807), Aleje Jerozolimskie 100/II p., entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw, Warsaw, XII Business Division of the National Court Register under KRS number 0000084266, REGON: 010952900, NIP: 525-000-24-39 (the "Company") as a result of the settlement of Phase 2 of the tender offer for the sale of the Company's shares.

At the same time, in connection with the event described under Item 1 of this notice, ARP hereby notifies that it alone has exceeded 15% of the total number of votes in the Company – 54,132,851 votes which constitute 16.1% of the total number of votes, and upon taking account of votes after the possible taking over of series D stock by ARP, described under Item 6 hereof – 70,411,961 votes constituting 19.96% of the total number of votes, and by the same token, has increased its share by at least 2% of the total number of votes, having previously held over 10% of the total number of votes.

**1. Date and type of event triggering the change of the share, which the notice concerns.**

The change in the share has been caused by of the settlement of Phase 2 of the tender offer for the sale of the Company's shares, announced by the Notifying Parties on 28 September 2022. Within the framework of the call, registration was submitted for 7,811,565 (seven million eight hundred eleven thousand five hundred sixty-five) shares of the Company's stock. The acquisition of the foregoing Company stock took place on 8 November 2022 (date of settlement of the acquisition transaction of Company stock covered by registration under Phase II of the call).

Despite that the call was announced jointly by ARP and PKP PLK pursuant to Article 73 (1) read jointly with Article 87 (1) (5) of the Act, in accordance with the contents of the call, the entity which acquires the Company stock within the framework of the call is exclusively ARP.

**2. Number of stock held before the change in share and their percentage share in the Company's share capital and number of votes which follow from the stock in question and their percentage share in the total number of votes**

**Before the change the Notifying Entities jointly held:**

No. of stock held in the Company	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes
296.321.286	88,1%	296. 321.286	88,1%

**Including:**

Entity	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes	Percentage share in the Company's share capital
ARP	46.321.286	13,8%	46.321.286	13,8%
Entity	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes	Percentage share in the Company's share capital
PKP PLK	250.000.000	74,3%	250.000.000	74,3%

**3. Number of currently held stock and their percentage share in the Company's share capital and number of votes which follow from the stock in question and their percentage share in the total number of votes**

**Following the change the Notifying Entities jointly hold:**

No. of stock held in the Company	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes
304.132.851	90,4%	304.132.851	90,4%

**including:**

Entity	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes	Percentage share in the Company's share capital
ARP	54.132.851	16,1%	54.132.851	16,1%
PKP PLK	250.000.000	74,3%	250.000.000	74,3%

#### **4. Subsidiaries of the stockholder submitting notice, which hold Company stock**

To the Notifying Parties' knowledge, there are no subsidiaries of the Notifying Parties, which hold Company stock.

#### **5. Persons referred to in Article 87 (1) (3) (c) of the Act**

The Notifying Parties are not parties to agreements referred to in Article 87 (1) (3) (c) of the Act

#### **6. Number of votes resulting from stock, calculated in the manner set out in Article 69b (2) of the Act, to the acquisition of which one is entitled or obliged as a holder of financial instruments referred to in Article 69b (1) (1) of the Act, and of financial instruments referred to in Article 69b (1) (2) of the Act, which are not exercised solely through pecuniary settlement, type or name of these financial instruments, date of their expiry and date or deadline, on which the acquisition of said stock will or may take place.**

On 8 May 2022 ARP acquired 11,764,705 (eleven million seven hundred sixty-four thousand seven hundred five) registered series F bonds issued by the Company (the "Bonds"), entitling to taking over 11,764,705 (eleven million seven hundred sixty-four thousand seven hundred five) shares of Company stock, series D, pursuant to Resolution No. 3 of the Extraordinary General Meeting of the Company of 11 December 2019, subsequently amended by Resolution No. 3 of 14 January 2020 within the framework of the conditional increase of the share capital, ARP is entitled to – subject to Items 6.3, 12.7, 13.2 and 13.4 of the Conditions of Issue- the right to exchange the Bonds for Series D Company stock, which may be exercised by 31 December 2022, and ARP may exercise this entitlement with regard to all or some Bonds (however, in each case no less than 10% of the Bonds) exclusively, provided 12 months have not expired from the date of issue and within the last 3 weeks of each calendar quarter until the buy-out date, inclusively.

On 29 September 2022 ARP acquired from COMSA S.A.U., a company existing under Spanish law, with its seat in Barcelona, address: calle Viriato 47, 08014, entered into the Register of Entrepreneurs in Barcelona, vol. No. 43545, sheet 198, page no. B-78158, Tax ID No. A-08031098 – 4.514.405 (four million five hundred fourteen thousand four hundred five) Series G bonds entitling to the taking over of 4.514.405 (four million five hundred fourteen thousand four hundred five) Series D stock.

Accordingly, ARP holds, as at the date hereof, 16,279,110 sixteen million two-hundred seventy-nine thousand one hundred ten) unsecured, dematerialized bonds exchangeable for the Company's Series D stock.

At the same time, the Notifying Parties advise that as at the date hereof, Series D Company stock has not been taken over in connection with the conversion of the above-mentioned bonds.

Prior to the change, the Notifying entities jointly held:

<b>Before the possible taking over of Series D stock by ARP</b>				
Entity	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes	Percentage share in the Company's share capital
<b>ARP</b>	304.132.851	90,4%	304.132.851	90,4%
<b>PKP PLK</b>				

including:

<b>Before the possible taking over of Series D stock by ARP</b>				
Entity	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes	Percentage share in the Company's share capital
ARP	54.132.851	16,1%	54.132.851	16,1%
PKP PLK	250.000.000	74,3%	250.000.000	74,3%

Following the change, the Notifying entities jointly hold:

<b>After the possible taking over of Series D stock by ARP</b>				
Entity	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes	Percentage share in the Company's share capital
<b>ARP</b>	320.411.961	90,8%	320.411.961	90,8%
<b>PKP PLK</b>				

including:

<b>After the possible taking over of Series D stock by ARP</b>				
Entity	Percentage share in the Company's share capital	No. of held votes	Percentage share in the total number of votes	Percentage share in the Company's share capital
ARP	70.411.961	19,96%	70.411.961	19,96%
PKP PLK	250.000.000	70,9%	250.000.000	70,9%

**7. Number of votes resulting from stock, calculated in the manner set out in Article 69b (3) of the Act, to which –in an indirect or direct manner – are related to the financial instruments referred**

**to in Article 69b (1) (2) of the Act, type or name of these financial instruments, date of their expiry**

The situation provided under Article 69 (4) (8) of the Act is not present.

**8. Total sum of the number of votes indicated pursuant to Items 3, 6 and 7, and its percentage share in the total number of votes.**

The Notifying Entities jointly hold:

Number of held votes	percentage share in the total number of votes
320.411.961	90.8%

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**Radosław Celiński** Signed electronically by  
Radosław Celiński  
Date: 2022.11.08  
13:13:52 +01W

**Piotr Majerczak** Signed electronically by  
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Document signed by Marcin Mróz  
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