

**Draft resolutions to be discussed by the Annual General Meeting of Shareholders  
convened for 30 June 2020**

**Re. 1 of the agenda**

**Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the election of Chairman of the Annual General Meeting**

§1

*Pursuant to Article 409 § 1 of the Code of Commercial Companies, the Annual General Meeting decides to elect [ ] as the Chairman of the Annual General Meeting.*

§2

*The resolution becomes effective on the moment of its adoption.”*

*Justification: The Annual General Meeting is obliged to elect a Chairman according to art. 409 § 1 of the Commercial Companies Code.*

**Re. 3 of the agenda**

**Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the acceptance of the agenda of the General Meeting**

§1

*The Company's Annual General Meeting accepts the meeting agenda of the Company's General Meeting as follows:*

- 1. Opening of the Annual General Meeting and adoption of a resolution on the election of a Chairman;*
- 2. Confirmation of the correctness of calling the Annual General Meeting and its capacity to adopt resolutions, as well as checking the attendance list;*
- 3. Adoption of a resolution on the acceptance of the meeting agenda;*
- 4. Review and approval of the Supervisory Board's report on the results of the evaluation of the reports referred to in point 5 and point 6 of this meeting agenda, assessment of the Company's situation and Trakcja Group's situation;*
- 5. Review and adoption of resolution on the approval of the Company's Management Board's Report on the Company's and Trakcja Capital Group's activities in the period from 1 January 2019 to 31 December 2019 and the Company's financial statements for the financial year ended on 31 December 2019;*
- 6. Review and adoption of a resolution on the approval of the consolidated financial statements of the Trakcja Capital Group for the financial year ended on 31 December 2019;*
- 7. Adoption of a resolution on the transfer of the surplus capital achieved in the issue of shares above their nominal value to supplementary capital.*
- 8. Adoption of a resolution on the cover of the loss for the year 2019;*
- 9. Adoption of resolutions awarding a vote of approval to the members of the Company's Management Board for the fulfilment of their duties in the financial year ended on 31 December 2019;*
- 10. Adoption of resolutions awarding a vote of approval to the members of the Company's Supervisory Board for the fulfilment of their duties in the financial year ended on 31 December 2019;*

11. Adoption of a resolution to amend the Company's Articles of Association, consisting of changing the Company's business name to "Trakcja Spółka Akcyjna";
12. Adoption of a resolution to amend the Regulation of the Supervisory Board.
13. Adoption of a resolution to amend Resolution No. 3 of the Extraordinary General Meeting of 11 December 2019 on issuance of F and G series bonds convertible into D series shares and full exclusion of existing shareholders' preemptive rights with respect to F and G series bonds convertible into shares;
14. Adoption of a resolution on approval of the Remuneration Policy;
15. Closure of the Annual General Meeting.

§2

*The resolution becomes effective on the moment of its adoption."*

*Justification: The Annual General Meeting is obliged to adopt the agenda and proceed in accordance with it, pursuant to art. 404 § 1 and 409 § 2 of the Commercial Companies Code.*

## **Re. 4 of the agenda**

**Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the approval of the Supervisory Board's report**

§1

*After reviewing the Supervisory Board's report covering the results of the assessment of the Management Board's report on the Company's and Trakcja Capital Group's activities in the period from 1 January 2019 to 31 December 2019 and the Company's financial statement for the financial year ended on 31 December 2019, as well as the Trakcja Capital Group's consolidated financial statement for the financial year ended on 31 December 2019, the assessment of the Company's situation, the assessment of the Trakcja Group's situation, the Annual General Meeting of the Company decides to approve this report.*

§2

*The resolution becomes effective on the moment of its adoption.*

*Justification: Adoption of this resolution is justified by Article 382 § 3 of the Commercial Companies Code and compliance with the detailed rules of the Code of Best Practice for WSE Listed Companies.*

## **Re. 5 of the agenda**

**Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the approval of the Company's Management Board's Report on the Company's and Trakcja Capital  
Group's activities in the period from 1 January 2019 to 31 December 2019  
and the Company's financial statement for the financial year ended on 31 December 2019**

§1

*Pursuant to Article 395 § 2 point 1 of the Code of Commercial Companies, after reviewing the Company's Management Board's Report on the Company's and Trakcja Capital Group's activities in the period from 1 January 2019 to 31 December 2019, the Annual General Meeting decides to approve it.*

§2

Pursuant to Article 395 § 2 point 1 of the Code of Commercial Companies, the Annual General Meeting, after reviewing the Company's financial statement for the financial year ended on 31 December 2019, consisting of:

1. the Company's profit and loss account for the period from 1 January 2019 to 31 December 2019 showing net loss amounting to **PLN 249 678 732,87** (two hundred forty nine million six hundred seventy eight thousand seven hundred thirty two 87/100);
2. total income report for the period from 1 January 2019 to 31 December 2019 showing a negative value of comprehensive income of **PLN 248.401 thousand** (two hundred forty eight million four hundred one thousand zlotys);
3. the Company's balance sheet as per 31 December 2019 showing the assets and liabilities in the amount of **PLN 1.228.461 thousand** (one billion two hundred twenty eight million four hundred sixty one thousand zlotys);
4. the cash flow statement for the period from 1 January 2019 to 31 December 2019 showing the decrease of cash balance by **PLN 13.937 thousand** (thirteen million nine hundred thirty seven thousand zlotys);
5. the Company's balance of changes in equity for the period from 1 January 2019 to 31 December 2019 showing the decrease of equity of **PLN 189.780 thousand** (one hundred eighty nine million seven hundred eighty thousand zlotys); and
6. additional information and explanations,

approves the Company's financial statements for the financial year ended on 31 December 2019.

§3

The resolution becomes effective on the moment of its adoption.

Justification: The Annual General Meeting considers and approves the Management Board's report on the activities of the Company and the Trakcja Capital Group and the Company's financial statement for the previous financial year in accordance with Article 395 § 2 point 1 of the Commercial Companies Code.

## Re. 6 of the agenda

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the approval of the consolidated financial statement of the Trakcja Capital Group for the financial year ended on 31 December 2019**

§1

Pursuant to Article 395 § 5 of the Code of Commercial Companies, the Annual General Meeting, after reviewing the consolidated financial statement of the Trakcja Capital Group for the financial year ended on 31 December 2019, consisting of:

1. the consolidated profit and loss account for the period from 1 January 2019 to 31 December 2019 showing a net loss amounting to **PLN 285.048 thousand** (two hundred eighty five million forty eight thousand zlotys);
2. the consolidated total income report for the period from 1 January 2019 to 31 December 2019 showing a negative value of comprehensive income of **PLN 287.028 thousand** (two hundred eighty seven million twenty eight thousand zlotys);
3. the consolidated balance sheet prepared as per 31 December 2019 showing the assets and liabilities in the amount of **PLN 1.484.320 thousand** (one billion four hundred eighty four million three hundred twenty thousand zlotys);

4. the consolidated cash flow statement for the period from 1 January 2019 to 31 December 2019 showing the decrease of cash balance by **PLN 9.214 thousand** (nine million two hundred fourteen thousand zlotys);
5. balance of changes in the consolidated equity for the period from 1 January 2019 to 31 December 2019 showing the decrease of consolidated equity by **PLN 228.896 thousand** (two hundred twenty eight million eight hundred ninety six thousand zlotys); and
6. the additional information and explanations;

approves the consolidated financial statement of the Trakcja Capital Group for the financial year ended on 31 December 2019.

§2

The resolution becomes effective on the moment of its adoption.”

*Justification: The possibility of adopting this resolution results from art. 395 § 5 of the Commercial Companies Code.*

## Re. 7 of the agenda

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the transfer of the surplus capital achieved in the issue of shares above their nominal value to  
supplementary capital**

§1

Pursuant to Article 396 § 2 of the Code of Commercial Companies, the Annual General Meeting of Trakcja PRKiI S.A. ("Company") hereby decides that the capital constituting the surplus achieved in the issue of shares above their nominal value in the amount of PLN 340,561,082.51, which is included in the Company's financial statement for 2019 as the "Surplus from the issue of shares above their nominal value", shall be fully transferred to the Company's supplementary capital.

§2

The resolution becomes effective on the moment of its adoption.”

*Justification: The Management Board requests the General Shareholders Meeting to adopt this resolution in order to transfer the share premium (disclosed in the Company's financial statements for 2019 in the amount of PLN 340,561,082.51) to the reserve capital, thus enabling the use of these funds to cover the loss for 2019 in accordance with Article 365 of the Commercial Companies Code.*

## Re. 8 of the agenda

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the cover of the loss for year 2019**

§1

Pursuant to Article 395 § 2 point 2) of the Code of Commercial Companies, the Annual General Meeting hereby decides that the Company's loss for the period from 1 January 2019 to 31 December 2019 in the amount of **PLN 249 678 732,87** (two hundred forty nine million six hundred seventy eight thousand seven hundred thirty two zlotys 87/100) will be covered fully from the supplementary capital as follows:

- a) from retained earnings from previous years in the amount of PLN 178 758 684.16,
- b) from the surplus achieved from the issue of shares above their nominal value in the amount of PLN 70 920 048.71.

§2

The resolution becomes effective on the moment of its adoption."

Justification: Pursuant to Art. 395.2.2 of the Commercial Companies Code, the competence of the Annual General Shareholders Meeting is to make a decision on covering the loss for 2019. According to the proposal of the Company's Management Board, the loss should be covered in its entirety from the reserve capital (Art. 365 CCC).

## Re. 9 of the agenda

Justification: The Annual General Meeting is obliged to adopt the following resolutions according to art. 395 § 2 point 3 of the Commercial Companies Code.

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Marcin Lewandowski for the fulfilment of the duties of President  
of the Company's Management Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Marcin Lewandowski** a vote of approval for the fulfilment of the duties of President of the Company's Management Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Paweł Nogalski for the fulfilment of the duties of Vice -President  
of the Company's Management Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Paweł Nogalski** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]”**

**on the award of a vote of approval to Mr. Marek Kacprzak for the fulfilment of the duties of Vice -  
President of the Company's Management Board in 2019**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Marek Kacprzak** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2019.*

§2

*The resolution becomes effective on the moment of its adoption.”*

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]”**

**on the award of a vote of approval to Mr. Maciej Sobczyk for the fulfilment of the duties of Vice - President  
of the Company's Management Board in 2019**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Maciej Sobczyk** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2019.*

§2

*The resolution becomes effective on the moment of its adoption.”*

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]”**

**on the award of a vote of approval to Mr. Aldas Rusevičius for the fulfilment of the duties of Vice -  
President of the Company's Management Board in 2019**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Aldas Rusevičius** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2019.*

§2

*The resolution becomes effective on the moment of its adoption.”*

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]”**

**on the award of a vote of approval to Mr. Arkadiusz Arciszewski for the fulfilment of the duties of Vice - President of the Company's Management Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Arkadiusz Arciszewski** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2019.

§2

The resolution becomes effective on the moment of its adoption.”

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Adam Stolarz for the fulfilment of the duties of a Member of the Company's Management Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Adam Stolarz** a vote of approval for the fulfilment of the duties of a Member of the Company's Management Board in 2019.

§2

The resolution becomes effective on the moment of its adoption.”

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Robert Sobków for the fulfilment of the duties of a Member of the Company's Management Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Robert Sobków** a vote of approval for the fulfilment of the duties of a Member of the Company's Management Board in 2019.

§2

The resolution becomes effective on the moment of its adoption.”

## **Re. 10 of the agenda**

Justification: The Annual General Meeting is obliged to adopt the following resolutions according to art. 395 § 2 point 3 of the Commercial Companies Code.

**Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr Dominik Radziwiłł for the fulfilment of the duties of Chairman of the Company's Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Dominik Radziwiłł** a vote of approval for the fulfilment of the duties of Chairman of the Company's Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Wojciech Napiórkowski for the fulfilment of the duties of member of the Company's Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Wojciech Napiórkowski** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Jorge Miarnau Montserrat for the fulfilment of the duties of member of the Company's Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Jorge Miarnau Montserrat** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Miquel Llevat Vallespinosa for the fulfilment of the duties of member of the Company's Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Miquel Llevat Vallespinosa** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."



**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr. Fernando Perea Samarra for the fulfilment of the duties of member of the Company’s Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Fernando Perea Samarra** a vote of approval for the fulfilment of the duties of member of the Company’s Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption.”

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr Michał Hulbój for the fulfilment of the duties of member of the Company’s Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Michał Hulbój** a vote of approval for the fulfilment of the duties of member of the Company’s Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption.”

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]**

**on the award of a vote of approval to Mr Łukasz Rozdeiczner-Kryszkowski for the fulfilment of the duties of member of the Company’s Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Łukasz Rozdeiczner-Kryszkowski** a vote of approval for the fulfilment of the duties of member of the Company’s Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption.”

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw**

of [\*\*]

**on the award of a vote of approval to Mrs Klaudia Budzisz for the fulfilment of the duties of member of the Company's Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mrs. Klaudia Budzisz** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."

**"Resolution No. [\*\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*\*]**

**on the award of a vote of approval to Mr Krzysztof Tenerowicz for the fulfilment of the duties of member of the Company's Supervisory Board in 2019**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Krzysztof Tenerowicz** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2019.

§2

The resolution becomes effective on the moment of its adoption."

## **Re. 11 of the agenda**

**"Resolution no. [\*\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*\*]**

**amending the Company's Articles of Association, consisting of changing the Company's business name to "Trakcja Spółka Akcyjna"**

§1

Acting pursuant to Article 430 § 1 of the Act of 15 September 2000 Code of Commercial Companies, the Annual General Meeting amends Article 1 of the Company's Articles of Association, which shall have the following new wording:

"Article 1

The Company's business name shall be: **Trakcja Spółka Akcyjna**. The Company may use the following abbreviated business name: **Trakcja S.A.** The Company is entitled to use a distinguishing graphic sign."

§2

Pursuant to Article 430 § 5 of the Code of Commercial Companies, the Company's Annual General Meeting authorizes the Company's Supervisory Board to determine the uniform text of the Company's Articles of Association, taking into account the above change.

§3

The Resolution becomes effective upon registration of the amendments to the Company's Articles of Association by the registry court."

*Justification: The current company name Trakcja PRKił S.A. was established in December 2013 after the merger of Trakcja S.A. with a subsidiary company Przedsiębiorstwo Robót Kolejowych i Inżynieryjnych S.A. The extended name was originally planned for a period of about 3 years in order to maintain the market identity of the acquired entity and better integrate the crew. The objectives related to the periodical use of the extended name have been achieved, therefore the return to the original name is justified. Moreover, in everyday communication Stakeholders use the original name "Trakcja", while in formal circulation, a member of PRKił causes a number of spelling mistakes.*

## **Re. 12 of the agenda**

**Resolution no. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKił  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
amending the Regulations of the Supervisory Board**

§1

*Acting pursuant to Article 391 § 3 of the Act of 15 September 2000 Code of Commercial Companies, the Annual General Meeting hereby amends the Regulations of the Supervisory Board and adopts its new uniform act.*

§2

*New uniform Regulations of the Supervisory Board constitute appendix no. 1 to this resolution.*

§3

*This Resolution becomes effective upon registration of the amendments to the Company's Articles of Association regarding the change of the Company's business name by the registry court.."*

*Justification: The content of the Supervisory Board Regulations is adjusted in connection with the amendment of the Company's Articles of Association and the amendment is made pursuant to Article 391 § 3 of the Commercial Companies Code and Article 15 paragraph 5 of the Company's Articles of Association.*

## **Re. 13 of the agenda**

**"Resolution no. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKił  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
to amend Resolution No. 3 of the Extraordinary General Meeting of 11 December 2019 on issuance of F  
and G series bonds convertible into D series shares and full exclusion of existing shareholders'  
preemptive rights with respect to F and G series bonds convertible into shares**

§1

- 1. The Annual General Meeting of Trakcja PRKił S.A. with its seat in Warsaw (the "Company"), acting pursuant to Art. 393 item 5 of the Act of 15 September 2000 The Code of Commercial Companies ("Code of Commercial Companies"), Article 19 of the Bond Act of 15 January 2015 ("Bond Act") and Article 25 of the Articles of Association, decides to introduce the following amendments to Resolution No. 3 of the Extraordinary General Meeting of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, exclusion in full of the pre-emptive rights of the existing shareholders with respect to series F and G bonds convertible into shares:*

*§ 1 section 1j shall obtain the following wording: "The bonds will bear interest. The interest rate on the Bonds shall be 4 p.p. over WIBOR 1M. The interest rate on the Bonds will be calculated on a monthly or three-month basis, while interest on Series F Bonds will be paid on the last business day of each interest period, and interest on Series G Bonds will be paid on their redemption date. If by the redemption date of Series G Bonds*

*the debt claims described in point (i) subparagraphs (i) or (ii) above are not repaid in full, the interest claims on Series G Bonds should be credited towards the purchase price of new issue bonds issued by the Company or another debt instrument, the maturity date of which should fall after the full repayment of the claims described in point (i) subparagraphs (i) or (ii) above.”*

2. *In other respects, Resolution No. 3 of the Extraordinary General Meeting of the Company of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, exclusion in full of the pre-emptive rights of the existing shareholders with respect to series F and G bonds convertible into shares, then amended by Resolution No. 3 of the Extraordinary General Meeting of the Company of 14 January 2020 on amending Resolution No. 3 of the Extraordinary General Meeting of the Company of 11 December 2019 on the issue of series F and G bonds convertible into series D shares, exclusion in full of the pre-emptive rights of the existing shareholders with respect to series F and G bonds convertible into shares, remains unchanged.*

## §2

*The resolution shall enter into force on the moment of its adoption.”*

*Justification: The adoption of this resolution is intended to change the dates of payment of interest accrued on series F bonds convertible into shares. The amendment aims to adjust the amount of interest paid on series F bonds to the requirements of the interface software system available on the website of the National Depository for Securities, which at present does not provide for the possibility of interest on one bond lower than 1 grosz, hence the need to set interest payment dates for interest within periods longer than one month.*

## Re. 14 of the agenda

**“Resolution no. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the acceptance of the Remuneration Policy  
for the Members of the Management Board  
and Supervisory Board of Trakcja PRKiI S.A.**

## §1

*Acting on the basis of the Article 90d section 1 of the Act of 29 July 2005 on the public tender and conditions for introducing financial instruments to the organised trading system and on public companies (Journal of Laws of 2019, item 623, as amended), the Ordinary General Meeting decides to adopt the Remuneration Policy for members of the Management Board and the Supervisory Board of the Company.*

## §2

*The Remuneration Policy referred to in paragraph 1 is attached to this resolution.*

## §3

*This Resolution, together with the date of its adoption and the results of voting, and the Remuneration Policy referred to in section 1, shall be published on the Company's website.*

## §4

*For the information contained in the Remuneration Policy, referred to in paragraph 1, the members of the Company's Management Board shall be liable.*

## §5

*The resolution shall enter into force on the date of its adoption.”*

*Justification: Adoption of the resolution is necessary due to the provisions of Art. 90d of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005, which requires the General Shareholders Meeting to adopt a Remuneration Policy for the Members of the Management Board and Supervisory Board. Pursuant to the disposition of the above mentioned*

*act, the Policy includes, among others, the description of fixed and variable components of remuneration, the duration of a given agreement (relationship), the policy of avoiding conflicts of interest related to the remuneration policy, the description of how the remuneration policy contributes to the implementation of the business strategy, long-term interests and stability of the company.*