

Information on convening the Annual General Meeting of Shareholders of TRAKCJA PRKil S.A.

Information on convening the General Meeting of Shareholders The Management Board of Trakcja PRKil Spółka Akcyjna with its registered office in Warsaw (address: Al. Jerozolimskie 100, 2nd floor, 00-807 Warsaw), registered as number 0000084266 with the business register of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Department of the National Court Register, with the share capital of PLN 69 160 780.80- fully paid up (hereinafter referred to as: "**the Company**") acting pursuant to Art. 395 and 399 § 1 in conjunction with Articles 402¹ and 402² of the Commercial Companies Code and Article 8 paragraph 1 and Article 10 of the Company Statute (Articles of Association), convenes the General Meeting of Trakcja PRKil S.A. to be held on **30 June 2020** at 9.00 a.m. in Warsaw, in the Blue Room in the seat of the Company Trakcja PRKil S.A. (address: Al. Jerozolimskie 100, 2nd floor, 00-807 Warsaw), with the following agenda:

- 1) Opening of the General Meeting and adoption of a resolution on the election of a Chairman;
- 2) Confirmation of the correctness of calling the 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.

§ Date of Registration for participation in the Annual General Meeting

The date of registration for the Annual General Meeting is 14 June 2020 (hereinafter: "**the Date of Registration**").

§ Information on the right to participate in the Annual General Meeting

Only those entities/persons who are Trakcja PRKił S.A. shareholders as of the Date of Registration have the right to participate in the Annual General Meeting.

To exercise the right to participate, an entity/person entitled under dematerialized shares of the Company should submit, not earlier than after the announcement of convening the Annual General Meeting and no later than on the first business day after the Registration Date, to the entity managing his/her/its securities account to issue a personal certificate of entitlement to participate in the Annual General Meeting.

In the case of dematerialized shares, the list of shareholders entitled to participate in the General Meeting will be determined by the Company on the basis of the list drawn up by the entity maintaining the depository for securities. A shareholder of the Company may request that the list of shareholders entitled to participate in the Annual General Meeting be sent to him/her by e-mail free of charge, providing the e-mail address to which the list should be sent. The request may be sent in electronic form to the following e-mail address: walne@grupatrakcja.com.

In case of registered shares and interim certificates, holders of registered shares and interim certificates, and pledgees and usufructuaries who are entitled to vote, are entitled to participate in the Annual General Meeting if they are registered with the stock ledger as of the Registration Date.

The list of shareholders entitled to participate in the Annual General Meeting will be available at the Company's registered office at Al. Jerozolimskie 100, 2nd floor, 00-807 Warsaw, Poland, from 9:00 till 16:00, for three days prior to the date of the Annual General Meeting, i.e. on 25 June 2020, 26 June 2020 and 29 June 2020.

People entitled to attend the Annual General Meeting are requested to register and pick up voting equipment immediately before the commencement of the meeting.

Electronic communication between shareholders and the Company is carried out via e-mail to: walne@grupatrakcja.com.

§ Shareholder's right to request that specific issues be included in the agenda of the Annual General Meeting of Shareholders

A shareholder or shareholders representing at least one-twentieth of the share capital may request that specific issues be included in the agenda of the Annual General Meeting. The request of a shareholder or shareholders should be submitted to the Management Board of the Company not later than twenty-one days before the date of the Annual General Meeting (till 9 June 2019). The request should include grounds for the request or draft resolutions regarding the proposed agenda. The request must be accompanied by documents confirming the right to submit the request. The request may be submitted in writing or in electronic form via e-mail to walne@grupatrakcja.com.

§ Shareholder's right to submit draft resolutions on issues included in the agenda of the Annual General Meeting or matters which are to be introduced to the agenda before the date of the Annual General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company may, before the date of the Annual General Meeting, submit to the Company in writing or electronically to the email: walne@grupatrakcja.com, draft resolutions concerning matters put on the agenda of the Annual General Meeting or matters to be put on the agenda. They must be accompanied by documents confirming the right to submit the request. The Company shall promptly publish the draft resolutions on its website.

§ Shareholder's right to submit draft resolutions concerning matters introduced to the agenda during the Annual General Meeting

Each shareholder may, during the Annual General Meeting, propose draft resolutions on issues included in the agenda.

§ Manner of exercising voting rights by proxy

A shareholder who is a natural person may participate in the Annual General Meeting and exercise his/her voting rights in person or by proxy. A shareholder who is not a natural person may participate in the Annual General Meeting and exercise its voting right through a person authorized to make statements on its behalf, or by proxy.

A proxy may exercise all rights of the shareholder at the Annual General Meeting, unless the power of attorney provides for otherwise. A proxy may grant further proxies, if the power of attorney grants such a right. A proxy may represent more than one shareholder and vote differently for each shareholder. The shareholder holding shares that are registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares held in each account.

A power of attorney to attend the Annual General Meeting and exercise voting rights should be granted in writing or electronically.

A power of attorney authorizing to participate and exercise voting rights must be served as original or certified copy no later than on the date of the Annual General Meeting (until 8:30 a.m.). At least one business day before the date of the Annual General Meeting, not later than till 3 p.m. on 29 June 2020, the shareholder shall notify the Company of the fact of granting a power of attorney (whatever its form is), by sending information via e-mail to: walne@grupatrakcja.com. The power of attorney should be sent in such a way as to ensure effective verification of its validity. For this reason, for example the power of attorney granted in writing sent by e-mail should be scanned into a PDF file. A notification on granting power of attorney should contain details of the proxy and the principal, indicating the following details:

- for natural persons: forename(s), surname, series and number of identity card, address, phone number, and e-mail address;
- for other entities: name (business name), number of registration with the relevant register, address, phone number and e-mail address. For legal persons, the power of attorney should be accompanied with a certified copy of an entry into the relevant register, scanned to a PDF file and not older than 3 months.

The information on granting the power of attorney should also include its scope, i.e. specify the number of shares, on which voting right will be exercised, and the date of the Annual General Meeting, during which these rights will be exercised. Granting power of attorney in electronic form does not require a secure electronic signature.

The Company reserves the right to take action in order to identify the shareholder and the proxy, and verify the validity of a produced power of attorney granted in electronic form. The verification process may involve asking the shareholder or proxy about specific questions, electronically or by telephone, in order to determine the power of attorney and its scope. If a shareholder or proxy fails to confirm the fact of granting the power of attorney, or if the Company does not receive answers to the questions asked no later than on the date of the Annual General Meeting (until 8:30 a.m.), the Company reserves the right to refuse to allow the proxy to participate in the Annual General Meeting.

A written power of attorney (sequence of powers of attorney) granted by a shareholder that is not a natural person should be accompanied by a copy of the entry into the relevant register (original or a copy certified as true copy), not older than 3 months, confirming the right to represent the shareholder.

A current copy of the entry into register kept for a shareholder who is not a natural person should contain entries relating to people granting the power of attorney on behalf of the shareholder who is not a natural person.

Members of the Management Board and employees of the Company may be proxies of a shareholder at the Annual General Meeting.

If a member of the Management Board, member of the Supervisory Board, liquidator, an employee of the Company or a member of governing bodies or employee of a company or cooperative that is subsidiary of the Company is a proxy at the Annual General Meeting, the power of attorney may authorize to represent only during one General Meeting. A proxy is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest. Granting further proxy is excluded. Such a proxy shall vote in accordance with instructions given by the shareholder.

§ Possibility and manner of participation in the Annual General Meeting using means of electronic communication

The Company provides the possibility to participate in the Ordinary General Meeting of Shareholders by broadcasting the meeting in real time on the Company's website. The Company does not envisage the possibility of expressing opinions during the Ordinary General Meeting by means of electronic communication.

§ Manner of voting by correspondence or by electronic means of communication

The Company does not allow for the possibility of voting by correspondence or by electronic means of communication.

§ Manner of speaking during the Annual General Meeting by means of electronic communication

The Company does not allow for the possibility of speaking during the Annual General Meeting by means of electronic communication.

§ Access to documentation

The full text of documents to be presented at the Annual General Meeting, draft resolutions and all information can be obtained, from the date of convening the Annual General Meeting, at the registered office of the Company at Al. Jerozolimskie 100, 2nd floor, 00-807 Warsaw, Poland, or on the Company website in the section "Relacje Inwestorskie\Walne Zgromadzenie\2020\Zwyczajne Walne Zgromadzenie 30.06.2020". At the indicated address of the website there is also an information clause concerning the processing of personal data in connection with the convocation, organization and course of the general meeting and a hyperlink for the transmission of the meeting.

In the attachment the Management Board presents:

1. Draft resolutions for the Annual General Meeting to be held on 30.06.2020;
2. Report on the activities of the Supervisory Board for 2019;
3. Articles of Association – implemented changes;
4. Articles of Association - consolidated text;
5. Regulations of the Supervisory Board – implemented changes;
6. Regulations of the Supervisory Board - consolidated text;

7. Remuneration policy for members of Management Board and Supervisory Board of Trakcja PRKil S.A.