

## **Announcement of the Trakcja PRKil S.A. Management Board on convening the Extraordinary General Meeting of Shareholders**

Management Board of Trakcja PRKil Spółka Akcyjna, with its registered office in Warsaw (address: ul. Złota 59, lok. XVIII p., 00-120 Warsaw), entered into the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw in Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register, under no. 0000084266, with share capital of PLN 41,119,638.40 - fully paid-up (hereinafter referred to as the: "**Company**"), acting pursuant to Article 399 § 1 in connection with Article 402<sup>1</sup> and 402<sup>2</sup> of the Code of Commercial Companies and Partnerships, and Article 8 sec. 1 and Article 10 of the Company's Articles of Association, hereby convenes the General Meeting of Shareholders of Trakcja PRKil S.A. on **30 November 2018**, at 9:00 a.m. in Warsaw, Hotel Polonia Palace ("Chicago" room), Al. Jerozolimskie 45, with the following agenda:

1. *Opening of the Extraordinary General Meeting and adoption of a resolution on the election of a Chairman;*
2. *Confirmation of the correctness of calling the Extraordinary 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. *Adoption of a resolutions on granting consent for sale of real estate and perpetual usufruct;*
5. *Closure of the Extraordinary General Meeting.*

### **§ Record Date for the General Meeting of Shareholders**

The record date for the General Meeting of Shareholders shall be 14 November 2018 (hereinafter referred to as the: "**Record Date**").

### **§ Information on the right of participation at the General Meeting of Shareholders**

The right of participation at the General Meeting of Shareholders shall be only vested with the shareholders of Trakcja PRKil S.A. at the Record Date.

To exercise the right of participation, a person entitled on the basis of dematerialized shares of the Company, shall submit to the entity keeping the securities account, not earlier than after the announcement on convening the General Meeting of Shareholders and not later than on the first working day after the Record Date, a request to issue a personal certificate confirming their right to participate in the General Meeting of Shareholders.

The list of shareholders entitled to participate in the General Meeting of Shareholders shall be determined by the Company on the basis of the list prepared by the entity keeping the securities account in compliance with the regulations on trading in financial instruments. The entity keeping

the securities account shall prepare the list on the basis of lists provided not later than twelve days before the date of the General Meeting of Shareholders by entitled entities, in compliance with the regulations on trading in financial instruments. The basis for preparing the lists provided with the entity keeping the securities account shall be the certificates on the rights of participation at the General Meeting of Shareholders of the Company. Any shareholder of the Company may request the sending of such list of shareholders entitled to participate in the General Meeting of Shareholders, free of charge, via electronic mail, to the provided e-mail address. The request may be sent electronically to the following e-mail address: **walne@grupatrakcja.com**.

Holders of registered shares and temporary certificates as well as pledgees and usufructees entitled to exercise voting rights shall be entitled to participate in the General Meeting of Shareholders provided that they are recorded in the share register at the Record Date.

The list of shareholders entitled to participate in the General Meeting of Shareholders shall be made available at the Company's headquarters, at ul. Złota 59, lok. XVIII p., 00-120 Warsaw, at 9:00 a.m. - 04:00 p.m. three days before the General Meeting of Shareholders, i.e. 27 November 2018 (Tuesday), 28 November 2018 (Wednesday) and 29 November 2018 (Thursday).

The persons entitled to participate in the General Meeting of Shareholders are requested to register and collect voting cards directly before the beginning of the meeting.

Any communication between the shareholders and the Company shall be via e-mail: **walne@grupatrakcja.com**.

#### **§ The shareholder's right to request placement of certain matters in the agenda of the General Meeting of Shareholders**

The shareholder or shareholders representing at least one-twentieth of the Company's share capital may request to put certain matters on the agenda of the General Meeting of Shareholders. Such request of the shareholder or shareholder should be sent to the Management Board of the Company not later than twenty-one days before the set date of the General Meeting of Shareholders (i.e. by 9 November 2018). The request shall include grounds or draft resolutions on the proposed item of the agenda. Additionally, documents confirming the right to file such request shall be enclosed therewith. The request may be submitted in writing or electronically via a special form available at: <http://www.grupatrakcja.com>.

#### **§ The shareholder's right to file draft resolutions on matters included in the agenda of the General Meeting of Shareholders or matters that are to be included in the agenda before the date of the General Meeting of Shareholders**

The shareholder or shareholders representing at least one-twentieth of the Company's share capital may file with the Company, before the date of the General Meeting of Shareholders, in writing or via electronic form available at <http://www.grupatrakcja.com>, the draft resolutions on

matters included in the agenda of the General Meeting of Shareholders or matters to be included in the agenda. Additionally, documents confirming the right to file such request shall be enclosed therewith. The Company shall immediately publish the draft resolutions at its website.

### **§ The shareholder's right to file draft resolutions on matters included in the agenda during the General Meeting of Shareholders**

Each shareholder may, during the General Meeting of Shareholders, file draft resolutions on matters included in the agenda.

### **§ Manner of exercising voting rights by proxy**

The shareholder, who is a natural person, may participate in the General Meeting of Shareholder and exercise voting rights personally or through its proxy. The shareholder, who is not a natural person, may participate in the General Meeting of Shareholder and exercise voting rights through a person authorized to make declarations of intent on its behalf or through the proxy.

The proxy shall exercise all rights of the shareholder at the General Meeting of Shareholders unless otherwise provided in the power of attorney. The proxy may grant further powers of attorney if it follows from the text of the power of attorney. The proxy may represent more than one shareholder and vote differently from shares of each shareholder. The shareholder of the public company, holding shares credited to more than one securities account, may appoint separate proxies to exercise its rights under the shares credited to every account.

The power of attorney authorizing to participate in the General Meeting of Shareholders and to exercise voting rights shall be granted in writing or electronically via forms available at <http://www.grupatrakcja.com>. The power of attorney granted in writing should be sent to the Company as the original or certified copy.

The power of attorney authorizing to participate and exercise voting rights shall be served on the date of the General Meeting of Shareholders at the latest (by 8:00 a.m.). The Company shall be informed about the power of attorney granted electronically via e-mail sent to the following address: **walne@grupatrakcja.com**. The power of attorney should be sent in such a manner so that it is possible to efficiently verify its validity. Therefore, the power of attorney sent via e-mail should be scanned to PDF file. The information on granting the power of attorney shall include clear designation of the proxy and mandator, with an indication of the following data:

- in case of natural persons: name (names), surname, series and number of ID card, address, telephone number, e-mail address;
- in case of other entities: business name, number of entry into an appropriate register, address, telephone number, e-mail address. In case of legal persons, the PDF file containing an extract from a relevant register, not older than 3 months, shall be enclosed with the power of attorney. The

information on granting the power of attorney shall also define its scope, i.e. determine the number of shares, based on which the voting rights are to be exercised and the date of the General Meeting of Shareholder, during which such rights are to be used. The grant of the power of attorney in an electronic form does not require e-signature.

The Company reserves its right to take actions aimed at identifying the shareholder and proxy as well as verifying validity of the power of attorney granted electronically. The verification process may consist in asking the shareholder or proxy questions, via e-mail or telephone, with the intention of determining the fact of granting the power of attorney or its scope. If the shareholder or proxy does not confirm the grant of the power of attorney or if the Company does not receive any answers to the questions asked by the date of the General Meeting of Shareholders at the latest (by 8:00 a.m.), the Company shall be entitled to refuse participation of such proxy in the General Meeting of Shareholders.

The extract from the relevant register (original or certified copy), not older than 3 months, confirming the right to represent the shareholder, shall be enclosed with the written power of attorney (chain of powers of attorney).

Current extract from the Register of Entrepreneurs kept by the shareholder, who is not a natural person, shall include copies concerning persons granting the power of attorney on behalf of such shareholder, who is not a natural person.

Members of the Management Board of the Company as well as employees of the Company may become proxies of the shareholder at the General Meeting of Shareholders.

If a member of the Management Board, member of the Supervisory Board, liquidator, employee of the Company or member or bodies or employee of the company or subsidiary cooperative of the Company is the proxy at the General Meeting of Shareholders, the power of attorney may authorize to representation at only one General Meeting. The proxy shall inform the shareholder about any circumstances proving existence or a possibility of conflict of interests. The grant of further power of attorney shall be excluded. Such proxy shall vote in compliance with the instructions provided by the shareholder.

#### **§ Possibility and manner of participation in the General Meeting of Shareholders using electronic ways of communication**

The Company does not provide for a possibility of participation and having the floor during the General Meeting of Shareholder using electronic ways of communication.

#### **§ Manner of exercising voting rights by correspondence or by electronic ways of communication**

The Company does not provide for a possibility of exercising voting rights by correspondence or by electronic ways of communication.

#### **§ Manner of having the floor using electronic ways of communication**

The Company does not provide for a possibility of having the floor during the General Meeting of Shareholder using electronic ways of communication.

#### **§ Access to documentation**

Full text of the documentation that has to be presented during the General Meeting of Shareholders, draft resolutions and any other information may be obtained - as at the date of convening the General Meeting of Shareholders - at the headquarters of the Company, at ul. Złota 59, XVIII p., 00-120 Warsaw, or at its website: [www.grupatrakcja.com](http://www.grupatrakcja.com), tab "Relacje Inwestorskie\Walne Zgromadzenie\2018\Nadzwyczajne Walne Zgromadzenie 30.11.2018".

Any comments by the Management Board or Supervisory Board of the Company concerning matters which are included in the agenda of the General Meeting of Shareholder or which are to be included in the agenda prior to the date of the General Meeting of Shareholders shall be made available at the Company's website immediately after their preparation.

The draft resolution are provided in attachment by the Management Board.