

Agencja Rozwoju Przemysłu S.A.
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Warsaw, 24 May 2021

**The Management Board
of Trakcja S.A.**

Aleje Jerozolimskie 100, II p.
00-807 Warsaw

Ir@grupatrakcja.com

(„The Company”)

NOTICE

Acting on behalf of Agencja Rozwoju Przemysłu S.A. (The Industrial Development Agency JSC), Warsaw, address: ul. Nowy Świat 6/12, 00-400 Warsaw, REGON 006746410, NIP (Tax ID No.) 5260300204, KRS [National Court Register] no. 0000084266 („ARP”)

We hereby inform that

ARP has concluded with COMSA S.A.U., having its seat in Barcelona, address: Calle Viriat 47, 08014 Barcelona, Spain, Spanish Tax ID no. (N.I.F.) A-08031098, entered into the Commercial Register of Barcelona, sheet B78158, volume 24621, page 23 (“COMSA”) - a non-binding understanding (the “Understanding”) concerning primarily the acquisition by ARP or an entity under the direct or indirect control of the State Treasury of the Republic of Poland or another entity designated by ARP, previously approved by COMSA (“Designated Buyer”) of all stock issued by the Company, held by COMSA at a particular moment; as at the date of concluding the Understanding: 28,399,145 shares in the Company’s share capital, entitling to 32.85% of votes in the Company (“COMSA Shares”) within the framework of the call to be announced by ARP (or jointly by ARP and the Designated Buyer) and PKP Polskie Linie Kolejowe S.A. with its seat in Warsaw, KRS no.0000037568 (the “Investor”), acting in agreement with ARP, for 100% of the Company’s shares. The purchase price of COMSA Shares shall be PLN 1.70 for each COMSA Share. The Parties to the Understanding have also agreed that ARP or the Designated Buyer shall purchase from COMSA all bonds issued by the Company, held by COMSA at a particular moment; as at the date of concluding the Understanding: 4,514,405 convertible series G bonds issued by the Company at a nominal value of PLN 1.70 each and of a total nominal value of PLN 7,674,488.50 (“COMSA Bonds”). The purchase price of each COMSA Bond shall be its principal amount (PLN 1.70) plus all charged and unpaid interest for COMSA’s receivables vis a vis the Company under COMSA Bonds.

This document is a translation

The Polish original should be referred to in matters of interpretation

The foregoing transactions shall be effected provided that the conditions precedent set out in the Understanding are satisfied, including solicitation by ARP, the Investor and COMSA of required approvals and licenses for the Transaction, taking over of all series E Company shares, and accordingly – adoption by the Extraordinary General Meeting of the Company, convened for 10 September 2021, of a resolution on the issue of series E Company shares and offering their subscription exclusively to the Investor.

This notice is delivered with a view of complying by the Company with requirements under the MAR Regulation, in particular, with a view of discharging information obligations by the Company.

The signature is correct

Document signed by Mateusz Berger

Date: 2021.05.24 17:02:46 CEST

The signature is correct

Document signed by Jakub Lechowicz

Date: 2021.05.24 16:59:32 CEST

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