

**Draft resolutions to be discussed by the Annual General Meeting of Shareholders
convened for 30 June 2022**

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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.

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021 to 31 December 2021 and the Company’s financial statements for the financial year ended on 31 December 2021;
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 2021;
7. Adoption of a resolution on distribution of profit for 2021;
8. Adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the Company’s Management Board during the financial year ended 31 December 2021;

9. Adoption of a resolutions on the acknowledgement of the fulfilment of duties by members of the Company's Supervisory Board in the financial year ended 31 December 2021;
10. Adoption of a resolutions concerning the appointment of Supervisory Board members for a new term of office
11. Adoption of a resolution on giving opinion regarding the Report on remuneration of the Management Board and Supervisory Board;
12. 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.

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021 to 31 December 2021 and the Company’s financial statement for the financial year ended on 31 December 2021, as well as the Trakcja Capital Group’s consolidated financial statement for the financial year ended on 31 December 2021, 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.

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021 to 31 December 2021
and the Company’s financial statement for the financial year ended on 31 December 2021**

§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 2021 to 31 December 2021, 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 2021, consisting of:

1. the Company's profit and loss account for the period from 1 January 2021 to 31 December 2021 showing a net profit amounting to **PLN 3 854 534,70** (three million eight hundred fifty four thousand five hundred thirty four 70/100 zlotys);
2. total income report for the period from 1 January 2021 to 31 December 2021 showing a positive total comprehensive income of **PLN 3.855 thousand** (three million eight hundred and fifty-five thousand zlotys);
3. the Company's balance sheet as per 31 December 2021 showing the assets and liabilities in the amount of **PLN 1.053.863 thousand** (one billion fifty-three million eight hundred sixty-three thousand zlotys);
4. the cash flow statement for the period from 1 January 2021 to 31 December 2021 showing a net increase of cash balance by **PLN 9.925 thousand** (nine million nine hundred twenty-five thousand);
5. the Company's balance of changes in equity for the period from 1 January 2021 to 31 December 2021 showing an increase in equity of **PLN 4,089 thousand** (four million eighty nine thousand zlotys); and
6. additional information and explanations,

approves the Company's financial statements for the financial year ended on 31 December 2021.

§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.

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021**

§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 2021, consisting of:

1. the consolidated profit and loss account for the period from 1 January 2021 to 31 December 2021 showing a net loss amounting to **PLN 11.583 thousand** (eleven million five hundred eighty-three thousand zlotys);

2. the consolidated total income report for the period from 1 January 2021 to 31 December 2021 showing a negative value of comprehensive income of **PLN 16.028 thousand** (sixteen million twenty-eight thousand zlotys);
3. the consolidated balance sheet prepared as per 31 December 2021 showing the assets and liabilities in the amount of **PLN 1.378.562 thousand** (one billion three hundred seventy-eight million five hundred sixty-two thousand zlotys);
4. the consolidated cash flow statement for the period from 1 January 2021 to 31 December 2021 showing the decrease of cash balance by **PLN 8,960 thousand** (eight million nine hundred sixty thousand zlotys);
5. balance of changes in the consolidated equity for the period from 1 January 2021 to 31 December 2021 showing the decrease of consolidated equity by **PLN 17.016 thousand** (seventeen million sixteen 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 2021.

§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.

**„Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on distribution of profit for 2021**

§1

Pursuant to Article 395 § 2 point 2) of the Commercial Companies Code, the Ordinary General Meeting hereby decides that the profit for the period from 1 January 2021 to 31 December 2021 in the amount of PLN 3,854,534.70 (three million eight hundred and fifty-four thousand five hundred and thirty-four and 70/100 zloty) will be allocated in full to reserve capital.

§2

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

Justification: Pursuant to Art. 395 § 2 point 2 of the Polish Companies Act, the Ordinary General Meeting of Shareholders is competent to decide on the distribution of profit.

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
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 2021

§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 2021.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021**

§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 2021.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 Vice-Chairman of the Company's Supervisory Board in 2021**

§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 Vice-Chairman of the Company's Supervisory Board in 2021.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021**

§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 2021.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 Vice-Chairman of the Company's Supervisory Board in 2021

§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 Vice-Chairman of the Company's Supervisory Board in 2021.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA
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 2021

§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 2021.

§2

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

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

on the award of a vote of approval to Mrs Magdalena Komaracka for the fulfilment of the duties of member of the Company's Supervisory Board in 2021

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mrs Magdalena Komaracka** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2021.

§2

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

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

on the award of a vote of approval to Mr Julio Alvarez Lopez for the fulfilment of the duties of member of the Company's Supervisory Board in 2021

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr Julio Alvarez Lopez** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2021.

§2

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

Justification: the necessity to adopt the following resolutions is caused by the end of the current term of office of the Supervisory Board, in accordance with Article 14 Section 1 of the Company's Articles of Association.

**"Resolution no. [*]
of the Annual General Meeting**

**of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on appointing a member of the Company's Supervisory Board**

§ 1

Pursuant to Art. 385 § 1 of the Commercial Companies Code, the Ordinary General Meeting appoints Mr./Mrs. [] a member of the Company's Supervisory Board for a new joint three-year term of office.

§ 2

The resolution shall become effective upon adoption."

**"Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on appointing a member of the Company's Supervisory Board**

§ 1

Pursuant to Art. 385 § 1 of the Commercial Companies Code, the Ordinary General Meeting appoints Mr./Mrs. [] a member of the Company's Supervisory Board for a new joint three-year term of office.

§ 2

The resolution shall become effective upon adoption."

**"Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on appointing a member of the Company's Supervisory Board**

§ 1

Pursuant to Art. 385 § 1 of the Commercial Companies Code, the Ordinary General Meeting appoints Mr./Mrs. [] a member of the Company's Supervisory Board for a new joint three-year term of office.

§ 2

The resolution shall become effective upon adoption."

**"Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on appointing a member of the Company's Supervisory Board**

§ 1

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§ 2

The resolution shall become effective upon adoption."

**“Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
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§ 1

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§ 2

The resolution shall become effective upon adoption."

**“Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
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§ 2

The resolution shall become effective upon adoption."

**“Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on appointing a member of the Company's Supervisory Board**

§ 1

Pursuant to Art. 385 § 1 of the Commercial Companies Code, the Ordinary General Meeting appoints Mr./Mrs. [] a member of the Company's Supervisory Board for a new joint three-year term of office.

§ 2

The resolution shall become effective upon adoption."

**“Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA
Spółka Akcyjna
with its seat in Warsaw
of [*]
on giving opinion regarding the Report on remuneration of the Management Board and
Supervisory Board**

§1

Acting pursuant to Article 90g sec. 6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, the Ordinary General Meeting decides to issue a positive opinion on the Report on the remuneration of the members of the Management Board and the Supervisory Board of Trakcja S.A. for 2021 .

§2

This Resolution becomes effective on the moment of its adoption.”

Justification: The adoption of this resolution is required pursuant to Article 90g section 6 of the Public Offering Act. The general meeting passes a resolution giving an opinion on the remuneration report and the resolution is advisory in character.