\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,date\_\_\_\_\_\_\_\_\_\_\_

**Trakcja PRKiI S.A.**

**Al. Jerozolimskie 100, 2nd floor**

**00-807 Warsaw, Poland**

**VOTING INSTRUCTIONS FOR PROXY AT THE ANNUAL GENERAL MEETING   
OF SHAREHOLDERS OF TRAKCJA PRKiI S.A. BASED IN WARSAW   
CONVENED** **FOR JUNE 30, 2020**

**AUTHORISING SHAREHOLDER**

1. Forename, surname or business name of the Shareholder:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
2. Represented by [[1]](#footnote-1)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
3. Address (headquarters) of the Shareholder: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
4. E-mail address of the Shareholder:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
5. Forename, surname or business name Proxy:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
6. Address of the Proxy:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
7. E-mail address of the Proxy:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**INSTRUCTIONS:**

**Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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. Adoption of a resolution on determining additional remuneration for the Supervisory Board member;
16. Closure of the Annual General Meeting.

§2

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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:

1. from retained earnings from previous years in the amount of PLN 178 758 684.16,
2. 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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

***“*Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

***“*Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***on the award of a vote of approval to Mr Łukasz Rozdeiczer-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 Rozdeiczer-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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

**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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution no. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

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| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution no. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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..”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**Resolution no. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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 PRKil 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.

1. 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.

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| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution no. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***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.”

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

**“Resolution No. [\*]**

**of the Annual General Meeting**

**of the Company named TRAKCJA PRKiI   
Spółka Akcyjna**

**with its seat in Warsaw**

**of 30 June, 2020**

***on determining additional remuneration for the Supervisory Board member***

§1

1. Pursuant to art. 392 § 1 of the Commercial Companies Code, the Annual General Meeting of Trakcja PRKiI S.A. (the "Company") sets the additional remuneration for Mr Michał Hulbój, member of the Supervisory Board of the Company, from for holding the position of Member of the Supervisory Board of AB Kauno Tiltai, a subsidiary of AB Kauno Tiltai in the amount of PLN 5,000 gross monthly.
2. The remuneration referred to in point 1 shall be payable from the date of commencement of the function in the Supervisory Board of the current term.
3. The remuneration is due in full for each month of service. Remuneration will be paid in advance for each subsequent month by the 5th day of each month.

§ 2

1. The additional remuneration referred to in § 1 is due to Mr. Michał Hulbój for as long as:

a. he is a member of the Supervisory Board of AB Kauno Tiltai

b. AB Kauno Tiltai remains a subsidiary of Trakcja PRKII S.A.

c. The General Meeting of AB Kauno Tiltai did not grant Mr. Michał Hulbój remuneration for a seat on the Supervisory Board of not less than EUR 1 000 gross per month

2. The additional remuneration referred to in § 1 does not affect the amount of remuneration received

by Mr Michał Hulbój on account of his membership in the Supervisory Board of Trakcja PRKiI S.A.

§ 3

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Vote**  **"for"** | **Vote**  **"against"** | **Vote**  **"abstain"** | **Request for recording an objection against resolution** | **Other** |
|  |  |  |  |  |

1. **For natural persons fill in: "personally", for other entities please enter persons who represent the entity and attach to the power of attorney a certified copy of the entry into a relevant register.** [↑](#footnote-ref-1)