

## Appendix 1 to Current Report No. 2/2020

### Resolutions adopted by the Extraordinary General Meeting of Trakcja PRKiI S.A. on 14 January 2020

**“Resolution No. 1  
of the Extraordinary General Meeting  
Trakcja PRKiI S.A. based in Warsaw  
of 14 January 2020**

**on:**     *Appointing the Chairperson of the Extraordinary General Meeting.*

**§ 1**

“Pursuant to Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting hereby resolves to elect Mr. Karol Szymanski as the Chairman of the Extraordinary General Meeting.

**§ 2**

The Resolution shall be effective upon its adoption.”

- A total of 36 773 284 valid votes were cast, based on the same number of shares, constituting 42.54% of shares in the Company’s share capital, whereas:

- for: 36 773 085
- against: 0
- abstained: 199

**“Resolution No. 2  
of the Extraordinary General Meeting  
Trakcja PRKiI S.A. based in Warsaw  
of 14 January 2020**

**on:**     *on the adoption of the agenda of the Extraordinary General Meeting*

**§ 1**

The Extraordinary General Meeting adopts the following agenda of the Extraordinary General Meeting:

- 1) Opening of the Extraordinary General Meeting and adoption of the resolution on the election of the Chairperson;
- 2) Determination that the General Meeting was properly convened and is capable of adopting valid resolutions, and checking the attendance list;
- 3) Passing of the resolution on adoption of the agenda;

- 4) Adoption of the resolution on the amendment of resolution no. 3 of the Extraordinary General Meeting of 11 December 2019 on the issuance of F and G series bonds convertible to D series shares, and excluding all issue rights of existing shareholders in regard to F and G convertible bonds;
- 5) Adoption of the resolution on the amendment of resolution no. 4 of the Extraordinary General Meeting of 11 December 2019 on the conditional increase of the Company's share capital through the issuance of D series shares, and excluding all issue rights of existing shareholders in regard to D series shares, and amendment of the Articles of Association;
- 6) Adoption of the resolution on the conditional increase of the Company's share capital through the issuance of D series shares, and excluding all issue rights of existing shareholders in regard to D series shares, and amendment of the Articles of Association;
- 7) Closing of the Extraordinary General Meeting.

## § 2

The Resolution shall be effective upon its adoption.”

- A total of 36 773 284 valid votes were cast, based on the same number of shares, constituting 42.54% of shares in the Company's share capital, whereas:

- for: 36 773 284
- against: 0
- abstained: 0

### **“Resolution No. 3 of the Extraordinary General Meeting Trakcja PRKiI S.A. based in Warsaw of 14 January 2020**

**on:** *the amendment of resolution no. 3 of the Extraordinary General Meeting of 11 December 2019 on the issuance of F and G series bonds convertible to D series shares, and excluding all issue rights of existing shareholders in regard to F and G convertible bonds;*

## §1.

1. The Extraordinary General Meeting of Trakcja PRKiI S.A. based in Warsaw (“**Company**”), acting pursuant to Article 393.5 and Article 448 et. seq. of the Act of 15 September 2000 – the Commercial Companies Code (“**Commercial Companies Code**”), Article 19 of the Act of 15 January 2015 on bonds (“**Act on Bonds**”) and Article 25 of Articles of Association, hereby decides to introduce the following changes in resolution no. 3 of the Extraordinary General Meeting of 11 December 2019 on the issuance of F series bonds and G series bonds convertible to D series shares, and excluding the right of subscription of existing shareholders in regard to F series bonds and G series bonds convertible to shares:
  - a) Article 1.1.d) shall read: *“Bonds shall be issued on the condition of subscribing all F Series Bonds and all G Series Bonds. The date of issue of the Bonds shall be the date of*

*assignment of both series of Bonds by the Management Board, whereas this date cannot fall before the date of entering the conditional increase of the share capital in the register of entrepreneurs, executed in accordance with resolution no. 5 of the Extraordinary General Meeting of 14 January 2020 on the conditional increase of the Company's share capital through an issue of D Series Shares, and excluding the right of subscription of existing shareholders in regard to D Series Shares;"*

- b) Article 3 shall read: *This resolution shall enter into force upon the adoption of resolution no. 5 of the Extraordinary General Meeting of 14 January 2020 on the conditional increase of the Company's share capital through the issuance of D series shares, and excluding all issue rights of existing shareholders in regard to D series shares;*
2. Other provisions of resolution no. 3 of the Extraordinary General Meeting of 11 December 2019 on the issuance of F and G series bonds convertible to D series shares, and excluding all issue rights of existing shareholders in regard to F and G convertible bonds, remain unchanged.

**§2.**

The Resolution shall be effective upon its adoption.”

- A total of 36 773 284 valid votes were cast, based on the same number of shares, constituting 42.54% of shares in the Company's share capital, whereas:

- for: 36,731,146
- against: 42,138
- abstained: 0

**“Resolution No. 4  
of the Extraordinary General Meeting  
Trakcja PRKiI S.A. based in Warsaw  
of 14 January 2020**

**on:** *Cancellation of resolution no. 4 of the Extraordinary General Meeting of 11 December 2019 on the conditional increase of the Company's share capital through the issuance of D series shares, and excluding all issue rights of existing shareholders in regard to D series shares, and amendment of the Articles of Association;*

**§1.**

In the light of impossibility to resolve the existing legal questions and the risk of recognizing resolution no. 4 of the Extraordinary General Meeting of 11 December 2019 on the conditional increase of the Company's share capital through the issuance of D series shares and excluding all issue rights of existing shareholders in regard to D series shares, as non-existent, the Extraordinary General Meeting decides to cancel the aforementioned resolution;

**§2.**

The Resolution shall be effective upon its adoption.”

- A total of 36 773 284 valid votes were cast, based on the same number of shares, constituting 42.54% of shares in the Company's share capital, whereas:

- for: 36 773 284
- against: 0
- abstained: 0

**“Resolution No. 5  
of the Extraordinary General Meeting  
Trakcja PRKił S.A. based in Warsaw  
of 14 January 2020**

**on:** *conditional increase of the Company's share capital through the issuance of D series shares, and excluding all issue rights of existing shareholders in regard to D series shares, and amendment of the Articles of Association;*

**§1.**

1. To allow exercising the rights of subscription of the Company's D series shares (“D Series Shares”) resulting from F series bonds and G series bonds issued by the Company pursuant to resolution no. 3 of the Extraordinary General Meeting of 11 December 2019 (“Bonds”), pursuant to Articles 448 and 449 of the Commercial Companies Code the Extraordinary General Meeting hereunder conditionally increases the Company's share capital by a maximum of PLN 13,023,288 (say: thirteen million twenty three thousand two hundred and eighty eight zloty).
2. The conditional increase of the Company's share capital referred to in item 1 shall be effected through the issuance of a maximum of 16,279,110 (say: sixteen million two hundred and seventy nine thousand one hundred and ten) ordinary D series bearer shares with the nominal value of PLN 0.80 (say: eighty groszy) each (“**D Series Shares**”).
3. The purpose of the conditional increase of the share capital is assigning the right to subscribe D Series Shares to the Bondholder. The aforementioned goal is also the justification for adopting this resolution, as required pursuant to Article 449.1 in connection with Article 445.1 of the Commercial Companies Code.
4. With the Company' interest in mind, existing shareholders are deprived of the right of subscription in regard to all D Series Shares. Pursuant to Article 433.2 of the Commercial Companies Code, the Management Board has drawn up an opinion with a justification of the reasons of excluding the right of subscription and the manner of determining the issue price of D Series Shares. In accordance with this opinion of the Management Board, excluding the right of subscription of existing shareholders is in the interest of the Company. After having become acquainted with the opinion of the Management Board, the Extraordinary General Meeting is favourable to this opinion and approves it as the justification of excluding the right of subscription of all D Series Shares by existing shareholders.
5. The person entitled to subscribe D Series Shares in the conditionally increased share capital of the Company, referred to in item 1 shall be the Bondholder exercising the right to covert the Bonds to D Series Shares. D Series Shares shall be subscribed solely in exchange for

monetary contributions. The subscription of D Series Shares shall be executed through a written statement on converting Bonds to D Series Shares.

6. The issue price of D Series Shares shall be equal to the conversion price determined for the Bonds, meaning PLN 1.70 (say: one zloty and seventy groszy).
7. The right of subscription for D Series Shares may be exercised by the Bondholder no later than on the date of purchase defined in the terms of issue of Bonds, however no earlier than after the expiry of 12 months from the date of issue of Bonds and no later than 31 December 2022.
8. D Series Shares shall participate in the dividend equally to other shares of the Company, based on the following rules:
  - a) D Series Shares, which are released or registered on the securities account for the first time at the latest on the dividend date determined in a resolution of the General Meeting on the division of profit shall participate in the dividend starting from the profit for the previous financial year, meaning from 1 January of the financial year directly preceding the year, during these shares were released or registered on the securities account for the first time;
  - b) D Series Shares, which are released or registered on the securities account for the first time on a day falling after the dividend date determined in a resolution of the General Meeting on the division of profit shall participate in the dividend starting from profit for the financial year, during which these shares were released or registered on the securities account for the first time, meaning from 1 January of this financial year.

## **§2.**

1. D Series Shares shall be the subject of a request for trading on the regulated market managed by the Warsaw Stock Exchange ("GPW") if required by applicable laws, following a prior approval and announcement of the prospectus, which is to be prepared and forwarded for the approval of the Polish Financial Supervision Authority ("KNF"), as soon as possible but no later than 2 months after the release or first registration of D Series Shares on the securities account.
2. D Series Shares shall be dematerialized shares within the meaning of the Act of 29 July 2005 on trading financial instruments.

## **§3.**

1. Members of the Management Board are hereby authorized and obligated to perform any and all factual and legal tasks required to increase the Company's share capital pursuant to this resolution, in particular to:
  - a) Determine the final conditions of subscribing D Series Shares;

- b) Determining the final amount of the increase of the Company's share capital in connection with the issuance of D Series Shares, whereas this amount cannot exceed the maximum increase sum defined in §1 item §1.1) above;
- c) Undertaking any and all activities to register the increase of the share capital, performed through the issue of D Series Shares, and the amendment of Articles of Association related with the increase of the share capital, in the register of entrepreneurs of the National Court Register;
- d) Submit to the KNF the request of approval of the prospectus to admit D Series Shares to trading on the GPW regulated market managed pursuant to Article 2.§2.2 above; and
- e) Performing any activities related with the execution of the provisions hereunder.

#### §4.

- 1. The Extraordinary General Meeting agrees for the Management Board to undertake all tasks aiming at admitting and introducing D Series Shares to trading on the GPW regulated market.
- 2. The Extraordinary General Meeting hereby authorizes the Management Board to perform any factual or legal tasks, including the submission of all relevant requests and notices, in accordance with the requirements defined in law regulations, resolutions, or recommendations of GPW, KNF and the National Depository of Securities (KDPW), as well as relevant supervisory authorities, in relation to:
  - a) KNF's approval of the prospectus prepared to admit D Series Shares for trading on the GPW market;
  - b) Requesting the admission and introduction of D Series Shares to trading on the GPW market;
  - c) Dematerialization of D Series Shares, including the conclusion of an agreement with KDPW to register D Series Shares in the KDPW's Depository.

#### §5.

- 1. In connection with the conditional increase of the share capital through the issue of D Series Shares, based on Article 430 of the Commercial Companies Code the Extraordinary General Meeting adopts the amendment of the content of Article 21 of Articles of Association by adding item 1a), which shall read:
  - a) *The Company's conditional share capital shall amount to a maximum of PLN 13,023.288 (say: thirteen million twenty three thousand two hundred and eighty eight zloty) and shall be divided into a maximum of 16,279,110 (say: sixteen million two hundred and seventy nine thousand one hundred and ten zloty) ordinary D series bearer shares with the nominal value of PLN 0.80 (say: eighty groszy) each. Holders of F Series Bonds or G Series Bonds convertible to the Company's D Series Shares shall be*

*entitled to subscribe D Series Shares. The right of subscription of D Series Shares may be exercised by a holder of F Series Bonds or G Series Bonds with the final date falling no later than the date of purchase defined in the terms of issue of F Series Bonds and the terms of issue of G Series Bonds, respectively, no earlier than after the expiry of 12 months from the date of issue of F Series Bonds and G Series Bonds and no later than by 31 December 2022.*

2. Pursuant to Article 430.5 of the Commercial Companies Code, the Supervisory Board shall be authorized to determine the uniform text of Articles of Association in account of the amendment of Articles of Association concerning the conditional increase of the Company's share capital, referred to in Article 5.1.1.a) above.

## §6.

This resolution shall enter into force upon its adoption, with the reservation that the increase of share capital and the amendment of Articles of Association shall become valid as from the date of entering the amendments in the register of entrepreneurs of the National Court Register.”

- A total of 36 773 284 valid votes were cast, based on the same number of shares, constituting 42.54% of shares in the Company's share capital, whereas:

- for: 36,731,146
- against: 42,138
- abstained: 0