

**Wording of draft resolutions regarding the issues included in the agenda of the Annual General Meeting of Shareholders to be held on 26 June 2018**

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

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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, and assessment of the Management Board’s proposition on the distribution of the Company’s profit;*
- 5. Review and adoption of resolution on the approval of the Company’s Management Board’s Report on the Company’s activities in the period from 1 January 2017 to 31 December 2017 and the Company’s financial statements for the financial year ended on 31 December 2017;*
- 6. Review and adoption of a resolution on the approval of the consolidated financial statements of the Trakcja Group for the financial year ended on 31 December 2017 and the Management Board’s Report on the activities of the Trakcja Group in the period from 1 January 2017 to 31 December 2017;*
- 7. Adoption of a resolution on the distribution of the profit for the year 2017;*
- 8. 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 2017;*
- 9. 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 2017;*
- 10. Adoption of a resolution on amendment of the Rules of the Supervisory Board;*
- 11. Adoption of a resolution on granting the remuneration to the Chairman of the Audit Committee of the Supervisory Board;*
- 12. Closure of the Annual General Meeting.*

§2

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

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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 activities in the period from 1 January 2017 to 31 December 2017 and the Company’s financial statements for the financial year ended on 31 December 2016, as well as the report on the Trakcja Group’s activities in the period from 1 January 2017 to 31 December 2017 and the Trakcja Group’s consolidated financial statements for the financial year ended on 31 December 2017, the assessment of the Company’s situation, the assessment of the Trakcja Group’s situation, as well as the assessment of the Management Board’s motion on the distribution of the Company’s profit for the year 2017, the Annual General Meeting of the Company decides to approve this report.

§2

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

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the approval of the Company’s Management Board’s Report on the Company’s activities in the period  
from 1 January 2017 to 31 December 2017  
and the Company’s financial statements for the financial year ended on 31 December 2017**

§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 activities in the period from 1 January 2017 to 31 December 2017, 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 statements for the financial year ended on 31 December 2017, consisting of:

1. the Company’s profit and loss account for the period from 1 January 2017 to 31 December 2017 showing net profit amounting to **PLN 32.039.476,84** (thirty two million thirty nine thousand four hundred seventy six zlotys 84/100);
2. total income report for the period from 1 January 2017 to 31 December 2017 showing total income amounting to **PLN 31.977 thousand** (thirty one million nine hundred seventy-seven thousand zlotys);
3. the Company’s balance sheet as per 31 December 2017 showing the assets and liabilities in the amount of **PLN 1.109.175 thousand** (one billion one hundred and nine million one hundred and seventy five thousand);
4. the cash flow statement for the period from 1 January 2017 to 31 December 2017 showing the increase of cash balance by **PLN 1.798 thousand** (one million seven hundred ninety eight thousand zlotys);
5. the Company’s balance of changes in equity for the period from 1 January 2017 to 31 December 2017 showing the increase of equity of **PLN 6.287 thousand** (six million two hundred and eighty seven thousand zlotys); and
6. additional information and explanations,

approves the Company's financial statements for the financial year ended on 31 December 2017.

§3

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

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

**on the approval of the consolidated financial statements of the Trakcja Group for the financial year ended on 31 December 2017  
and the Management Board's Report on the activities of the Trakcja Group in the period from 1 January 2017 to 31 December 2017**

§1

Pursuant to Article 395 § 5 of the Code of Commercial Companies, the Annual General Meeting, after reviewing the consolidated financial statements of the Trakcja Group for the financial year ended on 31 December 2017, consisting of:

1. the consolidated profit and loss account for the period from 1 January 2017 to 31 December 2017 showing a net profit amounting to **PLN 32.043 thousand** (thirty two million forty three thousand zlotys);
2. the consolidated total income report for the period from 1 January 2017 to 31 December 2017 showing a total income amounting to **PLN 12.626 thousand** (twelve million six hundred twenty six thousand zlotys);
3. the consolidated balance sheet prepared as per 31 December 2017 showing the assets and liabilities in the amount of **PLN 1.442.280 thousand** (one billion four hundred forty two million two hundred eighty thousand zlotys);
4. the consolidated cash flow statement for the period from 1 January 2017 to 31 December 2017 showing the decrease of cash balance by **PLN 34.188 thousand** (thirty four million one hundred and eighty eight thousand zlotys);
5. balance of changes in the consolidated equity for the period from 1 January 2017 to 31 December 2017 showing the decrease of consolidated equity by **PLN 13.933 thousand** (thirteen million nine hundred and thirty three thousand zlotys); and
6. the additional information and explanations;

approves the consolidated financial statements of the Trakcja Group for the financial year ended on 31 December 2017.

§2

Pursuant to Article 395 § 5 of the Code of Commercial Companies, the Annual General Meeting, after reviewing the report on the activities of the Trakcja Group in the period from 1 January 2017 to 31 December 2017, decides to approve it.

§3

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

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

**on the distribution of the Company's profit for the year 2017**

§1

Pursuant to Article 395 § 2 point 2) of the Code of Commercial Companies, the Annual General Meeting hereby decides that the Company's net profit for the period from 1 January 2017 to 31 December 2017 in the amount of **PLN 32.039.476,84** (thirty two million thirty nine thousand four hundred seventy six zlotys 84/100) will be used:

1. in the amount of PLN 5 139 954,80 for dividend payment,
2. in the amount of PLN 26 899 522,04 for supplementary capital.

§2

Annual General Meeting sets the dividend day on 25 September 2018.

§3

Annual General Meeting sets the dividend payment day on 15 October 2018.

§4

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

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

**on the award of a vote of approval to Mr. Jarosław Tomaszewski for the fulfilment of the duties of  
President of the Company's Management Board in 2017**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Jarosław Tomaszewski** a vote of approval for the fulfilment of the duties of Vice-President and then President of the Company's Management Board in 2017.

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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 2017**

§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 2017.

§2

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

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

of [\*]  
**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 2017**

§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 2017.*

§2

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

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

**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 2017**

§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 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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 2017**

§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 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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 2017**

§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 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
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 2017**

§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 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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  
member of the Company's Supervisory Board in 2017**

§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 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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 2017**

§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 2016.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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 2017**

§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 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
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 member of the  
Company's Supervisory Board in 2017**

§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 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on the award of a vote of approval to Mr Łukasz Rozdeiczner-Kryszkowski for the fulfilment of the duties of  
the Chairman of the Company's Supervisory Board in 2017**

§1

*Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Łukasz Rozdeiczner-Kryszkowski** a vote of approval for the fulfilment of the duties of Chairman of the Company's Supervisory Board in 2017.*

§2

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

**"Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on amendment of the Rules of the Supervisory Board**

§ 1

1. Pursuant to Article 391 § 3 of the Code of Commercial Companies and Article 15.5 of the Company's Articles of Association, the Annual General Meeting hereby amends the Rules of the Supervisory Board and adopts its new, uniform act.

§ 2

New uniform Rules of the Supervisory Board constitute appendix no. 1 to this resolution.

§ 3

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

**“Resolution No. [\*]  
of the Annual General Meeting  
of the Company named TRAKCJA PRKiI  
Spółka Akcyjna  
with its seat in Warsaw  
of [\*]  
on granting the remuneration to the Chairman of the Audit Committee of the Supervisory Board**

§ 1

1. Pursuant to Article 392 § 1 of the Code of Commercial Companies, the Annual General Meeting hereby grants members of the Supervisory Board the remuneration in the amount:

gross PLN 3000 per month for the function of Chairman of the Audit Committee of the Supervisory Board.

2. The remuneration stipulated in point no. 1 (or the difference between this remuneration and remuneration paid by virtue of being a member of a committee within the Supervisory Board) shall be paid beginning on a first day of acting in therefore mentioned function within the current term of office of the Supervisory Board.

3. The remuneration shall be due in full amount for every began month of function. The remuneration shall be paid upfront till 5<sup>th</sup> day of each month.