

Wording of draft resolutions regarding the issues included in the agenda of the Annual General Meeting of Shareholders to be held on 16 June 2016

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKiI
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016
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 [*] 2016
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 2015 to 31 December 2015 and the Company’s financial statements for the financial year ended on 31 December 2015;
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 2015 and the Management Board’s Report on the activities of the Trakcja Group in the period from 1 January 2015 to 31 December 2015;
7. Adoption of a resolution on the distribution of the profit for the year 2015;
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 2015;
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 2015;
10. Adoption of resolutions appointing Supervisory Board members on new joint term of office;
11. Adoption of resolution granting the remuneration to Supervisory Board’s members;
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 [*] 2016
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 2015 to 31 December 2015 and the Company’s financial statements for the financial year ended on 31 December 2015, as well as the report on the Trakcja Group’s activities in the period from 1 January 2015 to 31 December 2015 and the Trakcja Group’s consolidated financial statements for the financial year ended on 31 December 2015, 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 2015, 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 [*] 2016
on the approval of the Company’s Management Board’s Report on the Company’s activities in the period
from 1 January 2015 to 31 December 2015
and the Company’s financial statements for the financial year ended on 31 December 2015**

§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 2015 to 31 December 2015, 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 2015, consisting of:

1. the Company’s profit and loss account for the period from 1 January 2015 to 31 December 2015 showing net profit amounting to **PLN 35,161,377.61** (thirty five million one hundred sixty one thousand three hundred seventy seven zlotys 61/100);
2. total income report for the period from 1 January 2015 to 31 December 2015 showing total income amounting to **PLN 35,000 thousand** (thirty five million zlotys);
3. the Company’s balance sheet as per 31 December 2015 showing the assets and liabilities in the amount of **PLN 932,289 thousand** (nine hundred thirty two million two hundred eighty nine thousand zlotys);
4. the cash flow statement for the period from 1 January 2015 to 31 December 2015 showing the increase of cash balance by **PLN 121,912 thousand** (one hundred twenty one million nine hundred twelve thousand zlotys);
5. the Company’s balance of changes in equity for the period from 1 January 2015 to 31 December 2015 showing the increase of equity of **PLN 32,083 thousand** (thirty two million eighty three thousand zlotys); and
6. additional information and explanations,

approves the Company's financial statements for the financial year ended on 31 December 2015.

§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 [*] 2016**

**on the approval of the consolidated financial statements of the Trakcja Group for the financial year ended
on 31 December 2015
and the Management Board's Report on the activities of the Trakcja Group in the period from 1 January
2015 to 31 December 2015**

§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 2015, consisting of:

1. the consolidated profit and loss account for the period from 1 January 2015 to 31 December 2015 showing a net profit amounting to **PLN 51,758 thousand** (fifty one million seven hundred fifty eight thousand zlotys);
2. the consolidated total income report for the period from 1 January 2015 to 31 December 2015 showing a total income amounting to **PLN 52,041 thousand** (fifty two million forty one thousand zlotys);
3. the consolidated balance sheet prepared as per 31 December 2015 showing the assets and liabilities in the amount of **PLN 1,327,421 thousand** (one billion three hundred twenty seven million four hundred twenty one thousand zlotys);
4. the consolidated cash flow statement for the period from 1 January 2015 to 31 December 2015 showing the increase of cash balance by **PLN 193,679 thousand** (one hundred ninety three million six hundred seventy nine thousand zlotys);
5. balance of changes in the consolidated equity for the period from 1 January 2015 to 31 December 2015 showing the increase of consolidated equity by **PLN 51,788 thousand** (fifty one million seven hundred eighty eight 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 2015.

§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 2015 to 31 December 2015, 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 PRKil
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016
on the distribution of the Company’s profit for the year 2015**

§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 2015 to 31 December 2015 in the amount of **PLN 35,161,377.61** (thirty five million one hundred sixty one thousand three hundred seventy seven zlotys 61/100) will be used:

1. in the amount of PLN 17,475,846.32 for dividend payment,
2. in the amount of PLN 17,685,531.29 for supplementary capital.

§2

Annual General Meeting sets the dividend day on June 24, 2016.

§3

Annual General Meeting sets the dividend payment day on July 8, 2016.

§4

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKil
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016
on the award of a vote of approval to Mr. Roman Przybył for the fulfilment of the duties of President of the
Company’s Management Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Roman Przybył** a vote of approval for the fulfilment of the duties of President of the Company’s Management Board in 2015.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKil
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016
on the award of a vote of approval to Ms. Marita Szustak for the fulfilment of the duties of Vice - President
of the Company’s Management Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Ms. Marita Szustak** a vote of approval for the fulfilment of the duties of Vice - President of the Company’s Management Board in 2015.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016**

**on the award of a vote of approval to Mr. Stefan Dziedziul for the fulfilment of the duties of Vice -President
of the Company's Management Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Stefan Dziedziul** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2015.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016**

**on the award of a vote of approval to Mr. Jarosław Tomaszewski for the fulfilment of the duties of Vice –
President and then President of the Company's Management Board in 2015**

§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 2015.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016**

**on the award of a vote of approval to Mr. Nerijus Eidukevičius for the fulfilment of the duties of Vice -
President of the Company's Management Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Nerijus Eidukevičius** a vote of approval for the fulfilment of the duties of Vice - President of the Company's Management Board in 2015.

§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 [*] 2016
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 2015**

§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 2015.

§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 [*] 2016
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 2015**

§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 2015.

§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 [*] 2016
on the award of a vote of approval to Mr. Sławomir Raczyński for the fulfilment of the duties of Vice -
President of the Company’s Management Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Sławomir Raczyński** a vote of approval for the fulfilment of the duties of Vice - President of the Company’s Management Board in 2015.

§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 [*] 2016
on the award of a vote of approval to Mr Maciej Radziwiłł for the fulfilment of the duties of Chairman of the
Company’s Supervisory Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Maciej Radziwiłł** a vote of approval for the fulfilment of the duties of Chairman of the Company's Supervisory Board in 2015.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016**

**on the award of a vote of approval to Mr. Julijus Stalmokas for the fulfilment of the duties of member of
the Company's Supervisory Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Julijus Stalmokas** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2015.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016**

**on the award of a vote of approval to Mr Dominik Radziwiłł for the fulfilment of the duties of the Chairman
of the Company's Supervisory Board in 2015**

§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 2015.

§2

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

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016**

**on the award of a vote of approval to Mr. Andrzej Bartos for the fulfilment of the duties of member of the
Company's Supervisory Board in 2015**

§1

Pursuant to Article 395 § 2 point 3) of the Code of Commercial Companies, the Annual General Meeting hereby awards **Mr. Andrzej Bartos** a vote of approval for the fulfilment of the duties of member of the Company's Supervisory Board in 2015.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016
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 2015**

§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 2015.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016
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 2015**

§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 2015.

§2

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

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
Spółka Akcyjna
with its seat in Warsaw
of [*] 2016
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 2015**

§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 2015.

§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 [*] 2016**

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 2015

§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 2015.

§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 [*] 2016**

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 2015

§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 2015.

§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 [*] 2016**

on appointment of a member of Company's Supervisory Board

§1

Pursuant to Article 385 § 1 of the Code of Commercial Companies and Article 13.3 of Company's Articles of Association, the Annual General Meeting hereby appoints Mr. / Mrs. [] as a member of the Company's Supervisory Board for a new, joint 3-year term of office.

§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 [*] 2016
on appointment of a member of Company’s Supervisory Board**

§1

Pursuant to Article 385 § 1 of the Code of Commercial Companies and Article 13.3 of Company’s Articles of Association, the Annual General Meeting hereby appoints Mr. / Mrs. [] as a member of the Company’s Supervisory Board for a new, joint 3-year term of office.

§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 [*] 2016
on appointment of a member of Company’s Supervisory Board**

§1

Pursuant to Article 385 § 1 of the Code of Commercial Companies and Article 13.3 of Company’s Articles of Association, the Annual General Meeting hereby appoints Mr. / Mrs. [] as a member of the Company’s Supervisory Board for a new, joint 3-year term of office.

§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 [*] 2016
on granting the remuneration to the Supervisory Board’s members**

§ 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 20 000 per month for the function of Chairman of Supervisory Board excluding the bonus by virtue of being a member of a committee within the Supervisory Board;
gross PLN 8 000 per month for the function of a member of the Supervisory Board;
gross PLN 3 000 per month as a bonus by virtue of being a member of a committee within the Supervisory Board.

2. The remuneration stipulated in point no. 1 shall be paid beginning on a first day of acting in therefore mentioned function.

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

§ 2

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