

**Wording of draft resolutions regarding the issues included in the agenda of the
Annual General Meeting of Shareholders to be held on 19 June 2019**

Re. 1 of the agenda:

**“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.”

Justification: The General Meeting is obliged to elect a Chairman in accordance with art. 409 § 1 of the Code of Commercial Companies.

Re. 3 of the agenda:

**“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;*
- 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 2018 to 31 December 2018 and the Company’s financial statements for the financial year ended on 31 December 2018;*
- 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 2018 and the Management Board’s Report on the activities of the Trakcja Group in the period from 1 January 2018 to 31 December 2018;*
- 7. Adoption of a resolution on the cover of the loss for the year 2018;*
- 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 2018;*
- 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 2018;*
- 10. Adoption of a resolutions appointing Supervisory Board members on new, joint term of office;*
- 11. Adoption of a resolution on establishment of registered pledges on the enterprise;*

12. Closure of the Annual General Meeting.

§2

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

Justification: The General Meeting is obliged to adopt the agenda and proceed in accordance with it pursuant to Art. 404 § 1 and Art. 409 § 2 of the Code of Commercial Companies.

Re. 4 of the agenda:

**“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 2018 to 31 December 2018 and the Company’s financial statements for the financial year ended on 31 December 2018, as well as the report on the Trakcja Group’s activities in the period from 1 January 2018 to 31 December 2018 and the Trakcja Group’s consolidated financial statements for the financial year ended on 31 December 2018, the assessment of the Company’s situation, the assessment of the Trakcja Group’s situation, the Annual General Meeting of the Company decides to approve this report.

§2

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

Justification: the adoption of this resolution is justified by the observance of the detailed rules of Best Practices for Companies listed at the Warsaw Stock Exchange.

Re. 5 of the agenda:

**“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 2018 to 31 December 2018
and the Company’s financial statements for the financial year ended on 31 December 2018**

§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 2018 to 31 December 2018, 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 2018, consisting of:

- 1. the Company’s profit and loss account for the period from 1 January 2018 to 31 December 2018 showing net loss amounting to **PLN 86 687 244,97** (eighty six million six hundred eighty seven thousand two hundred forty four zlotys 97/100);*

2. total income report for the period from 1 January 2018 to 31 December 2018 showing a negative value of comprehensive income of **PLN 86.722 thousand** (eighty six million seven hundred twenty two thousand zlotys);
3. the Company's balance sheet as per 31 December 2018 showing the assets and liabilities in the amount of **PLN 1.256.817 thousand** (one billion two hundred fifty six million eight hundred seventeen thousand);
4. the cash flow statement for the period from 1 January 2018 to 31 December 2018 showing the increase of cash balance by **PLN 40.833 thousand** (forty million eight hundred thirty three thousand zlotys);
5. the Company's balance of changes in equity for the period from 1 January 2018 to 31 December 2018 showing the decrease of equity of **PLN 91.893 thousand** (ninety one million eight hundred ninety three thousand zlotys); and
6. additional information and explanations,

approves the Company's financial statements for the financial year ended on 31 December 2018.

§3

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

Justification: The Annual General Meeting considers and approves the Management Board's report on the Company's activity and the financial statement for the previous financial year in accordance with Art. 395 § 2 Item 1 of the Code of Commercial Companies.

Re. 6 of the agenda:

**"Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKił
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 2018
and the Management Board's Report on the activities of the Trakcja Group in the period from 1 January 2018 to 31 December 2018**

§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 2018, consisting of:

1. the consolidated profit and loss account for the period from 1 January 2018 to 31 December 2018 showing a net loss amounting to **PLN 110.172 thousand** (one hundred ten million one hundred seventy two thousand zlotys);
2. the consolidated total income report for the period from 1 January 2018 to 31 December 2018 showing a negative value of comprehensive income of **PLN 101.566 thousand** (one hundred one million five hundred sixty six thousand zlotys);
3. the consolidated balance sheet prepared as per 31 December 2018 showing the assets and liabilities in the amount of **PLN 1.542.936 thousand** (one billion five hundred forty two million nine hundred thirty six thousand zlotys);
4. the consolidated cash flow statement for the period from 1 January 2018 to 31 December 2018 showing the increase of cash balance by **PLN 4.503 thousand** (four million five hundred three thousand zlotys);
5. balance of changes in the consolidated equity for the period from 1 January 2018 to 31 December 2018 showing the decrease of consolidated equity by **PLN 107.654 thousand** (one hundred seven million six hundred fifty four 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 2018.

§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 2018 to 31 December 2018, decides to approve it.

§3

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

Justification: The possibility of adopting this resolution results from art. 395 § 5 of the Code of Commercial Companies.

Re. 7 of the agenda:

**“Resolution No. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKiI
Spółka Akcyjna
with its seat in Warsaw
of [*]
on the cover of the loss for year 2018**

§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 2018 to 31 December 2018 in the amount of **PLN 86 687 244,97** (eighty six million six hundred eighty seven thousand two hundred forty four zlotys 97/100) will be covered fully from the supplementary capital*

§2

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

Justification: The Ordinary General Assembly adopts the above resolution pursuant to Art. 395 § 2 Item 2 of the Commercial Companies Code. The resolution presents the Management Board's proposal to cover the loss for 2018.

Re. 8 of the agenda:

Justification: The Annual General Meeting is obliged to adopt the following resolutions pursuant to Art. 395.2.3 of the Code of Commercial Companies.

**“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 2018**

§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 President of the Company’s Management Board in 2018.*

§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. Marcin Lewandowski for the fulfilment of the duties of President
of the Company's Management Board in 2018**

§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 2018.*

§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 2018**

§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 2018.*

§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 2018**

§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 2018.*

§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 2018

§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 2018.

§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 2018

§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 2018.

§2

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

Re. 9 of the agenda:

Justification: The Annual General Meeting is obliged to adopt the following resolutions pursuant to Art. 395.2.3 of the Code of Commercial Companies.

**“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 2018

§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 2018.

§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 2018

§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 2018.

§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 2018

§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 2018.

§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 2018

§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 2018.

§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 2018

§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 2018.

§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 2018

§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 2018.*

§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 member of the Company's Supervisory Board in 2018

§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 member of the Company's Supervisory Board in 2018.*

§2

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

Re. 10 of the agenda:

Justification: the need to adopt the following resolutions is due to the fact that the current term of office of the Supervisory Board expires pursuant to Article 14.1 of the Company's Articles of Association.

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

Re. 11 of the agenda:

**"Resolution no. [*]
of the Annual General Meeting
of the Company named TRAKCJA PRKiI
Spółka Akcyjna
with its seat in Warsaw
of [*]
on establishment of registered pledges on the enterprise**

§1

In connection with the intention of the Company to enter into a credit agreement between the Company, its subsidiaries and ... as lenders (the "Credit Agreement") and the conclusion of agreements on the guarantee lines and the necessary arrangements in this regard with ... (the "Agreements on the guarantee lines"), pursuant to Article 393 point 3 of the Code of Commercial Companies, the Annual General Meeting of Trakcja PRKiI S.A. (the „Company”) approves the establishment for the benefit of ..., acting as a pledgee and pledge administrator within the meaning of Article 4 of the Act of 6 December 1996 on Registered Pledge and the Pledge Register (“Act”), a registered pledges, with the meaning of Art. 7.2.3 of the Act, on a set of assets and rights, i.e. a pledge on the Company's enterprise, as a security or repayment of secured receivables resulting from the Credit Agreement and the Agreements on the guarantee lines or exercising by the pledger all means allowed to satisfy on the subject of the pledge, in particular taking over assets for sale and sale of pledged assets, including sale after takeover or sale by public tender.

§ 2

The Annual General Meeting authorizes the Management Board of the Company to conclude agreements with ... on the basis of which a registered pledges will be established on the terms negotiated by the Management Board of the Company, in accordance with the provisions of this resolution.

§3

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

Justification: Pursuant to Art. 393.3 of the Code of Commercial Companies, consent of the General Meeting is required to establish a registered pledge on an enterprise.