

Wording of draft resolutions regarding the issues included in the agenda of the Annual General Meeting of Shareholders to be held on 27 June 2017

**“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 2016 to 31 December 2016 and the Company’s financial statements for the financial year ended on 31 December 2016;*
- 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 2016 and the Management Board’s Report on the activities of the Trakcja Group in the period from 1 January 2016 to 31 December 2016;*
- 7. Adoption of a resolution on the distribution of the profit for the year 2016;*
- 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 2016;*
- 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 2016;*
- 10. Adoption of a resolution on approval of amendment of the Rules of the Supervisory Board.*
- 11. 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 2016 to 31 December 2016 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 2016 to 31 December 2016 and the Trakcja Group's consolidated financial statements for the financial year ended on 31 December 2016, 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 2016, 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 2016 to 31 December 2016
and the Company's financial statements for the financial year ended on 31 December 2016**

§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 2016 to 31 December 2016, 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 2016, consisting of:

1. the Company's profit and loss account for the period from 1 January 2016 to 31 December 2016 showing net profit amounting to **PLN 28,698,634.86** (twenty eight million six hundred ninety eight thousand six hundred thirty four zlotys 86/100);
2. total income report for the period from 1 January 2016 to 31 December 2016 showing total income amounting to **PLN 29,449 thousand** (twenty nine million four hundred forty nine thousand zlotys);
3. the Company's balance sheet as per 31 December 2016 showing the assets and liabilities in the amount of **PLN 1,014,058 thousand** (one billion fourteen million fifty eight thousand zlotys);
4. the cash flow statement for the period from 1 January 2016 to 31 December 2016 showing the decrease of cash balance by **PLN 117,205 thousand** (one hundred seventeen million two hundred five thousand zlotys);
5. the Company's balance of changes in equity for the period from 1 January 2016 to 31 December 2016 showing the increase of equity of **PLN 11,984 thousand** (eleven million nine hundred eighty four thousand zlotys); and
6. additional information and explanations,

approves the Company's financial statements for the financial year ended on 31 December 2016.

§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 2016
and the Management Board’s Report on the activities of the Trakcja Group in the period from 1 January 2016 to 31 December 2016

§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 2016, consisting of:

1. the consolidated profit and loss account for the period from 1 January 2016 to 31 December 2016 showing a net profit amounting to **PLN 56,332 thousand** (fifty six million three hundred thirty two thousand zlotys);
2. the consolidated total income report for the period from 1 January 2016 to 31 December 2016 showing a total income amounting to **PLN 68,035 thousand** (sixty eight million thirty five thousand zlotys);
3. the consolidated balance sheet prepared as per 31 December 2016 showing the assets and liabilities in the amount of **PLN 1,396,733 thousand** (one billion three hundred ninety six million seven hundred thirty three thousand zlotys);
4. the consolidated cash flow statement for the period from 1 January 2016 to 31 December 2016 showing the decrease of cash balance by **PLN 104,957 thousand** (one hundred and four million nine hundred fifty seven thousand zlotys);
5. balance of changes in the consolidated equity for the period from 1 January 2016 to 31 December 2016 showing the increase of consolidated equity by **PLN 49,676 thousand** (forty nine million six hundred seventy six 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 2016.

§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 2016 to 31 December 2016, 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 2016

[proposed according to the opinion of the Supervisory Board of Trakcja PRKiI S.A.]

§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 2016 to 31 December 2016 in the amount of **PLN 28,698,634.86** (twenty eight million six hundred ninety eight thousand six hundred thirty four zlotys 86/100) will be used:

1. in the amount of PLN 25 699 774,00 for dividend payment,

2. in the amount of PLN 2 998 860,86 for supplementary capital.

§2

Annual General Meeting sets the dividend day on July 5, 2017.

§3

Annual General Meeting sets the dividend payment day on July 19, 2017.

§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 distribution of the Company’s profit for the year 2016
[proposed by the Management Board of Trakcja PRKiI S.A.]**

§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 2016 to 31 December 2016 in the amount of **PLN 28,698,634.86** (twenty eight million six hundred ninety eight thousand six hundred thirty four zlotys 86/100) will be used:

1. in the amount of PLN 22 615 801,12 for dividend payment,
2. in the amount of PLN 6 082 833,74 for supplementary capital.

§2

Annual General Meeting sets the dividend day on July 5, 2017.

§3

Annual General Meeting sets the dividend payment day on July 19, 2017.

§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 2016**

§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 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. Nerijus Eidukevičius for the fulfilment of the duties of Vice -
President of the Company's Management Board in 2016**

§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 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. Marek Kacprzak for the fulfilment of the duties of Vice -
President of the Company's Management Board in 2016**

§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 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. Paweł Nogalski for the fulfilment of the duties of Vice - President
of the Company's Management Board in 2016**

§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 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. Sławomir Raczyński for the fulfilment of the duties of Vice - President of the Company's Management Board in 2016

§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 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 Dominik Radziwiłł for the fulfilment of the duties of Chairman of the Company's Supervisory Board in 2016

§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 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. Andrzej Bartos for the fulfilment of the duties of member of the Company's Supervisory Board in 2016

§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 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. Wojciech Napiórkowski for the fulfilment of the duties of member of the Company's Supervisory Board in 2016

§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 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. Jorge Miarnau Montserrat for the fulfilment of the duties of member of the Company's Supervisory Board in 2016

§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 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. Miquel Llevat Vallespinosa for the fulfilment of the duties of member of the Company's Supervisory Board in 2016

§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 2016

§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 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 Michał Hulbój for the fulfilment of the duties of member of the
Company's Supervisory Board in 2016**

§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 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 Łukasz Rozdeiczner-Kryszkowski for the fulfilment of the duties of
the Chairman of the Company's Supervisory Board in 2016**

§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 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 approval of amendment of the Rules of the Supervisory Board**

§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 constitutes appendix no. 1 to this resolution.

§3

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