

## **Announcement of the Extraordinary General Meeting of PCC Intermodal S.A.**

Management Board of PCC Intermodal Joint-Stock Company ("Company") according to article no. 430-431 and 444-447, 397, 399 §1, in connection with article no. 402 (1) and 402 (2) of Code of Commercial Partnerships and Companies, §18 act 4, §19 act 2 Statutes of PCC Intermodal, and §16 act f) of Regulations of the Management Board of PCC Intermodal S.A. concerning on the 18<sup>th</sup> of October 2011, at 10:00 am an Extraordinary General Meeting of Shareholders from PCC Intermodal S.A. ("General Meeting", "Meeting"). The Meeting will take place in Gdynia (81-061) at Hutnicza 16.

### **Meeting's Agenda:**

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting
3. Verification of correctness of convening the General Shareholders Meeting and its capacity to adopt binding resolutions
4. Assuming the Meeting's agenda.
5. Passing a resolution concerning on granting power of attorney for Management Board by The General Meeting of Shareholders to increase the share capital of the Company within the limits of the Target Share Capital and amendment to the Statutes.
6. Passing a resolution concerning on amendment to the Statutes
7. Passing a resolution concerning on granting power of attorney for Supervisory Board to determine uniform text of the Statute of PCC Intermodal SA
8. Passing a resolution concerning appealing Mr. Andreas Schulz as a Member of Supervisory Board
9. Passing a resolution concerning nomination Mr. Thomas Hesse as a Member Of Supervisory Board
10. Passing a resolution concerning future existence of PCC Intermodal S.A.
11. Closing the Meeting.

### **Description of proceeding concerning participation in the Meeting and execution of voting rights.**

According to article no. 406(1) § 1 Code of Commercial Partnerships and Companies right to participate in the Meeting have people that are Company's shareholders for sixteen days before the date of the Meeting ("record date"), meaning 2<sup>nd</sup> of October year 2011. Record date (02.10.2011) is the same for those authorized by shares by bearer and nominal. Authorized by nominal shares and temporary certificate, lianors and users, that have the voting right, have the right to participate in the company's General Meeting, if they are signed into shares' book at Record date (meaning 2<sup>nd</sup> of October 2011).

On demand of the authorized by Company's dematerialized shares by bearer reported no sooner than after announcing the summoning of the General Meeting (21.09.2011) and not after the first weekday after the Record date (3.10.2011) entity leading the securities account grants a nominal declaration of a right to participate in the General Meeting.

Company's Shareholder may transfer shares in the period between registration day, and the day of closing the General Meeting.

The list of shareholders authorized to participate in the General Meeting, signed by the Company's Management Board containing names and surnames or firm (name) of the authorized, their place of residence (headquarters), number, type and number of shares and number of corresponding votes, will be placed in the CEO's Secretary (Hutnicza 16, 81-061 Gdynia) for three weekdays before beginning of the General Meeting (13<sup>th</sup>, 14<sup>th</sup> 17<sup>th</sup> of October 2011). Individuals may grant an address for receiving deliveries instead of his place of residence.

Shareholder may browse through the list of shareholders in CEO's Secretary (Hutnicza 16, 81-061 Gdynia) and may require a copy of the list but only if he covers the costs of making such a copy.

Company's Shareholder may require in days: 13<sup>th</sup>, 14<sup>th</sup> 17<sup>th</sup> of October 2011 a free of charge electronic version of the list of shareholders through email, but he has to give an email address on which the list should be sent. This request has to be given in writing to CEO's Secretary (Hutnicza 16, 81-061 Gdynia) or it can be sent by email to [info.intermodal@pcc.eu](mailto:info.intermodal@pcc.eu).

With a request to send the list of shareholders:

- a) Shareholder who is not a individual – must confirm authorization to act on behalf of this entity, attaching an up-to-date copy from a registry proper to this entity.
- b) Shareholder who is a individual – must attach a copy of a document confirming their identity.
- c) Representative acting on behalf of the shareholder – must attach a power of attorney for this kind of request signed by the shareholder and a copy of a document confirming representative's identity, or in case representative is not individual – a copy from a proper registry, confirming authorization for a person acting on behalf of a representative who is not individual.

Use of electronic communication means by a Shareholder requires sending of documents in the PDF format. (according to rules in communication with shareholders using electronic means of communication defined below).

If a voting right is granted to a lianor or a user, this circumstance is being marked on a list of shareholders by the authorized person's application.

Shareholder has the right to require a copy of applications in matters covered by the meeting's agenda in a period of a week before the General Meeting (from 11.10.2011)

### **Shareholder's right to require issuing certain matters in the General Meeting's agenda and submitting resolution projects.**

Shareholder or shareholders who are representing at least 1/20 of the authorized share capital may require certain matters to be added to the General Meeting's agenda. This request should be announced to the Board not after twenty one days before the General Meeting's date (until 27.09.2011). The request should contain justification or a resolution project regarding the proposed point in the meeting's agenda. The request may be left in writing in Board Chairman's Secretary (Hutnicza 16, 81-061 Gdynia) or sent to following email adress [info.intermodal@pcc.eu](mailto:info.intermodal@pcc.eu)

Shareholder or shareholders who are representing at least 1/20 of the authorized share capital before the day of the General Meeting may present to the Company in writing in

Board Chairman's Secretary (Hutnicza 16, 81-061 Gdynia) or sent by email to [info.intermodal@pcc.eu](mailto:info.intermodal@pcc.eu) resolution projects concerning matters issued in the agenda of the General Meeting or matters that should be introduced to the agenda of the Meeting. The Company immediately announces the resolution projects on the web page.

Shareholder of the Company presenting a request for issuing matters in the Meeting's agenda or presenting a resolution project must prove he owns appropriate amount of shares for the day of presenting a request by attaching a statement of shares ownership and in case of:

- a) Shareholder who is a legal person or an organizational unit which does not have legal personality – should prove also right to act on behalf of this entity by attaching an up-to-date copy from registry proper for this person/unit.
- b) Shareholder being individuals – should attach a copy of a document proving shareholder's identity.
- c) Presenting a request by a representative – should attach a power of attorney to issue such request signed by the shareholder and a copy of a document proving representative's identity, and in case of a representative other than a individual – a copy from a proper registry, confirming authorization for a person acting on behalf of a representative who is not individual.

In case of shareholders presenting a request or a project via electronic means of communication described below rules for communicating with shareholders via electronic means of communication are in action.

Every shareholder may also present a resolution project concerning matters issued in the agenda of the General Meeting during the General Meeting. The order of voting on particular resolutions project on the same point of agenda will be settled by the Chairman of the Meeting.

### **Executing the voting rights by a representative**

Shareholder may participate in the General Meeting and use his voting rights personally or by a representative.

The representative is executing every right of the shareholder during the General Meeting, unless stated otherwise in the power of attorney.

Company's shareholder possessing shares on more than one securities account may declare different representatives to execute rights from shares issued on every account.

The power of attorney to participate in the Company's General Meeting and to execute the voting rights requires to be in writing or in an electronic form. Granting a power of attorney in an electronic form does not require being signed by a safe electronic signature verified through a valid qualified certificate.

Example of the power of attorney form was issued on a web page [www.pccintermodal.pl](http://www.pccintermodal.pl) in a investor relations/general meetings tab. Use of that example of the power of attorney is not obligatory

The Company, undertaking a proper measures in order to identify a shareholder and a representative in order to verify validity of the power of attorney granted in the electronic form

obliges a shareholder to send PCC Intermodal S.A. to following email address [info.intermodal@pcc.eu](mailto:info.intermodal@pcc.eu) a notice of granting a power of attorney in an electronic form and a scan of the power of attorney document (PDF format) until 17<sup>th</sup> of October 2011 till 3:00 pm specifying:

- Representative's identity by presenting name, surname, place of residence if attorney is individual or
- Firm (name), headquarters, address, "KRS" (or other registry number) number and names and surnames of people acting on behalf of the entity which was granted the power of attorney not being individual.

A shareholder is obligated to send PCC Intermodal via email in a form of scans (in PDF format) following documents accordingly: personal ID, passport or other identity document or an up-to-date or full copy of court registry or other registry of legal person allowing to identify the representative and a shareholder as a principal.

In case of a shareholder using electronic means of communication described below rules for communicating with shareholders via electronic means of communication are in action.

#### **Possibility and methods of participating in the General Meeting by using electronic means of communication.**

PCC Intermodal S.A. is not predicting a possibility for shareholders to participate in the General Meeting via electronic means of communication.

#### **Methods of speaking during the General Meeting by using electronic means of communication.**

PCC Intermodal S.A. is not predicting a possibility for shareholders to speak during the General Meeting via electronic means of communication.

#### **Methods of executing the voting rights by the means of correspondence or by using electronic means of communication**

PCC Intermodal S.A. is not predicting a possibility for executing the voting rights during the General Meeting via correspondence or electronic means of communication.

#### **Availability of the full documentation which will be presented to the General Meeting.**

People authorized to participate in the General Meeting may obtain full documentation which will be presented on the General Meeting and resolution projects in PCC Intermodal S.A. headquarters in Gdynia, Hutnicza 16 or at the Company's web page: [www.pccintermodal.pl](http://www.pccintermodal.pl) (in a investor relations/general meetings tab).

At the mentioned above web page every information about the General Meeting is published.

#### **Rules of communication with shareholders via electronic means of communication.**

Shareholders sending applications for presenting certain matters in the General Meeting's agenda, resolution projects, documents validating their authorization for presenting applications and questions regarding the meeting's agenda should simultaneously point out

an email address through which the Board of PCC Intermodal S.A. will contact the shareholder and his representative as well if a representative was nominated.

Address granted by the shareholder is used for verification that can be done, amongst other methods, by sending a return question directed to the shareholder or his representative in order to confirm given information.

Shareholder using electronic means of communication is required to send documents in PDF format.

Documents send via email written in language other than polish should be translated to polish language.

Shareholders sending correspondence in other ways than via email address published on the Company's web page or without obeying the rules presented in this announcement does not result in legal consequences towards PCC Intermodal S.A. and as such shareholder's applications will not be taken into account.

Shareholder is responsible for risks connected with using electronic means of communication with PCC Intermodal S.A.

Moreover the Management Board of PCC Intermodal S.A hereby encloses:

1. draft resolutions at the Company's Extraordinary General Meeting, to be held on 18 October 2011 at 10:00 in Gdynia at Hutnicza 16, along with appendices.
2. list of planned changes in the Statute of PCC Intermodal

Legal basis for passing of this report: §38 article no. 1 point 1,2 and 3 Regulation of the Minister of Finance dated February 19 2009 regarding actual and periodical information passed by the security issuers and terms of recognizing information required by the rules of not a member state country's law as equivalent, according to article no. 402(1) and article no. 402(2) Code of Commercial Partnerships and Companies.