

**DRAFT RESOLUTIONS AT THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS SCHEDULED FOR MAY 21, 2015**

**Resolution No .../2015  
Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company  
with seated in Gdynia dated May 21, 2015  
on electing the Chairman of the Annual General Shareholders Meeting**

Ordinary General Shareholders Meeting of PCC Intermodal, acting under the regulation of art. 409 § 1 Code of Commercial Partnerships and Companies and §24 Statutes of PCC Intermodal hereby elects Mr/Mrs ..... to act as the Chairman of the Annual General Shareholders Meeting.

**Resolution No .../2015  
Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company  
with seated in Gdynia dated May 21, 2015  
on approving the Management Board Report on the Company's  
business activity in the year 2014**

Annual General Shareholders Meeting of PCC Intermodal, acting under the regulation of art. 393 point 1 and art. 395 § 2.1 Code of Commercial Partnerships and Companies and §25 a) Statutes of PCC Intermodal, after verification hereby decides to approve the Management Board Report on the Company's business activity in the year 2014.

**Resolution No .../2015  
Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company  
with seated in Gdynia dated May 21, 2015  
on approving the financial statement of PCC Intermodal for year 2014**

Annual General Shareholders Meeting of PCC Intermodal, acting under the regulation of the art. 393 point 1 and art. 395 § 2.1 Code of Commercial Partnerships and Companies and § 25 a) Statutes of PCC Intermodal, after verification, hereby decides to approve the financial statement for fiscal year 2014, which includes:

- financial statement of financial position as at 31 December 2014, which assets and liabilities in the amount of PLN 214 965 thousands,
- unconsolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, with a net profit of PLN 7 430 thousands,
- the statement of changes in equity for the accounting year from 1 January 2014 to 31 December 2014 that shows an increase in equity of PLN 7 418 thousands
- the cash flow statement for the business year from 1 January 2014 to 31 December 2014 that shows a net cash increase of PLN 3 879 thousands,
- additional information and explanations,
- the Management Report of the activities and information about the use of the Company's corporate governance implementation.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the Capital Group Report concerning its activity for 2014 year**

Annual General Shareholders Meeting of PCC Intermodal S.A. (the "Company"), acting under the regulation of the art. 395 § 5 Code of Commercial Partnerships and Companies, art. 63 c § 4, in conjunction with art. 55 § 2 of the Accounting Act and section 25 a) Statutes of PCC Intermodal, the Board hereby approves the report of the activities of the Group of PCC Intermodal S.A. for 2014 year.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the financial statement of PCC Intermodal for year 2014**

Annual General Shareholders Meeting of PCC Intermodal S.A. (the "Company"), acting under the regulation of the art. 395 § 2.1 Code of Commercial Partnerships and Companies, art. 63 c.4, in conjunction with art. 55 § 2 of the Accounting Act and section 25 a) Statutes of PCC Intermodal, the Board hereby approves the financial statement of the Group of PCC Intermodal S.A. for 2014 year, which includes:

- unconsolidated statement of financial position as at 31 December 2014, which assets and liabilities in the amount of PLN 215 176 thousands,
- unconsolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, with a net profit of PLN 7 442 thousands,
- the statement of changes in equity for the accounting year from 1 January 2014 to 31 December 2014 that shows an increase in equity of PLN 7 433 thousands
- the cash flow statement for the business year from 1 January 2014 to 31 December 2014 that shows a net cash increase of PLN 3 724 thousands,
- additional information and explanations,
- the Management Report of the activities and information about the use of the Company's corporate governance implementation.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on allocation total of profit from 2014 year to cover losses from previous years**

Annual General Shareholders Meeting of PCC Intermodal, acting under the regulation of the art. 395 § 2.2 Code of Commercial Partnerships and Companies and § 25 g) Statutes of PCC Intermodal decides that all profit PLN 7 430 thousands will be allocated to cover losses from previous years.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the activities of the Supervisory Board's in 2014 year**

Annual General Shareholders Meeting of PCC Intermodal hereby approves the Report of the Supervisory Board activities in 2014 based on art. 382 § 3 Code of Commercial Partnerships and Companies containing inter alia:

- the results of the individual and consolidated financial statements of PCC Intermodal S.A. and reports of the Board activities,
- the results of the assessment of the Board's motion for a purpose the whole earned by the Company in 2014 profit to cover losses from previous years,
- report of the Supervisory Board as a body of the Company in 2014, including an assessment of the internal control system and risk management system for the Company.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the performance of duties by Alfred Pelzer during 2014 year**

Annual General Shareholders Meeting of PCC Intermodal, acting on the ground of art. 395 § 2.3 Code of Commercial Partnerships and Companies and §25 b) Statute of PCC Intermodal hereby approves the performance of duties by Alfred Pelzer during the period from 1 January to 31 December 2014 as a Chairman of PCC Intermodal Supervisory Board.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the performance of duties by Wojciech Paprocki during 2014 year**

Annual General Shareholders Meeting of PCC Intermodal, acting on the ground of art. 395 § 2.3 Code of Commercial Partnerships and Companies and §25 b) Statute of PCC Intermodal hereby approves the performance of duties by Wojciech Paprocki during the period from 1 January to 31 December 2014 as a Vice Chairman of PCC Intermodal Supervisory Board.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the performance of duties by Thomas Hesse during 2014 year**

Annual General Shareholders Meeting of PCC Intermodal, acting on the ground of art. 395 § 2.3 Code of Commercial Partnerships and Companies and §25 b) Statute of PCC

Intermodal hereby approves the performance of duties by Thomas Hesse during the period from 1 January to 31 December 2014 as a Member of PCC Intermodal Supervisory Board.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the performance of duties by Artur Jędrzejewski during 2014 year**

Annual General Shareholders Meeting of PCC Intermodal, acting on the ground of art. 395 § 2.3 Code of Commercial Partnerships and Companies and §25 b) Statute of PCC Intermodal hereby approves the performance of duties by Artur Jędrzejewski during the period from 1 January to 31 December 2014 as a Member of PCC Intermodal Supervisory Board.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the performance of duties by Daniel Ozon during 2014 year**

Annual General Shareholders Meeting of PCC Intermodal, acting on the ground of art. 395 § 2.3 Code of Commercial Partnerships and Companies and §25 b) Statute of PCC Intermodal hereby approves the performance of duties by Daniel Ozon during the period from 1 January to 31 December 2014 as a Member of PCC Intermodal Supervisory Board.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the performance of duties by Dariusz Stefański during 2014 year**

Annual General Shareholders Meeting of PCC Intermodal, acting on the ground of art. 395 § 2.3 Code of Commercial Partnerships and Companies and §25 b) Statute of PCC Intermodal hereby approves the performance of duties by Dariusz Stefański during the period from 1 January to 31 December 2014 as a President of PCC Intermodal Management Board.

**Resolution No .../2015**  
**Annual General Shareholders Meeting of PCC Intermodal Joint-Stock Company**  
**with seated in Gdynia dated May 21, 2015**  
**on approving the performance of duties by Adam Adamek during 2014 year**

Annual General Shareholders Meeting of PCC Intermodal, acting on the ground of art. 395 § 2.3 Code of Commercial Partnerships and Companies and §25 b) Statute of PCC Intermodal hereby approves the performance of duties by Adam Adamek during the period from 1 January to 31 December 2014 as a Vice President of PCC Intermodal Management Board.