

**Wording of draft resolutions put to a vote that were not adopted by the Ordinary
Shareholder Meeting of
PKP CARGO S.A.
on 29 June 2023**

In reference to item 15 of the agenda: The Chairman put to a vote the following draft Resolution No. 50/2023:

**Resolution No. 50/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023
to amend § 2 of the Company's Articles of Association**

Acting pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

§ 2 of the PKP CARGO S.A. Articles of Association with the following wording:

The Company operates on the basis of the Commercial Company Code, the Act on Commercialization and Restructuring of PKP, these Articles of Association and other relevant regulations."

shall read as follows:

- "1. The Company operates on the basis of the Commercial Company Code, the Act on Commercialization and Restructuring of PKP, these Articles of Association and other relevant regulations."*
- 2. The Company conducts its activity in accordance with the line of business specified in § 5, aimed at pursuing the PKP Group's interests. The PKP Group's interests and primary areas and directions of the PKP Group's activity are defined in a separate agreement under which PKP S.A. carries out assignments related to the management of the corporate group, referred to as the PKP Group (hereinafter referred to as the "PKP Group Charter").*
- 3. The PKP Group is construed as PKP S.A. and entities that are parties to the PKP Group Charter."*

§ 2

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
14,863,342 votes were cast in favor of the Resolution,
11,268,548 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote the following draft Resolution No. 52/2023:

**Resolution No. 52/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023**

to amend § 12 section 2 and § 25 section 3 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

In § 12 section 2 of the PKP CARGO S.A. Articles of Association, the semicolon ending the sentence in item 4 is replaced by a period, and item 5 is deleted in its current wording reading as follows:

“5) selecting or changing an audit firm to audit the Company's financial statements and to provide additional services.”.

§ 2

In § 25 section 3 of the PKP CARGO S.A. Articles of Association, the period ending the sentence in item 22 is replaced by a semicolon and, immediately after item 22, item 23 is inserted reading as follows:

“23) selecting or changing an audit firm to audit the Company's financial statements and to provide additional services.”.

§ 3

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
18,163,749 votes were cast in favor of the Resolution,
7,968,141 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote the following draft Resolution No. 53/2023:

**Resolution No. 53/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023
to amend § 14 section 6 of the Company's Articles of Association**

Acting pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

§ 14 sec. 6 of the PKP CARGO S.A. Articles of Association with the current wording:

“6. Appointment of Management Board members (including the President of the Management Board and the Management Board member mentioned in section 5 above) will be governed by the following rules:

1) Management Board members (including the President of the Management Board and the Management Board member mentioned in sec. 5 above) will be appointed following a recruitment procedure the rules and course of which are set forth in these Articles of Association and the

*bylaws adopted by the Supervisory Board (“**Bylaws for Appointing Management Board Members**”) subject to the provisions of the Act on the Rules for Managing State Property; the Bylaws for Appointing Management Board Members define in particular the qualifications that will be evaluated when selecting candidates for respective positions in the Management Board; an amendment to the Bylaws for Appointing Management Board Members requires the consent of at least one Supervisory Board member who meets the independence criteria and has been appointed following the rules set forth in § 20 and 21 below;*

- 2) the Management Board members appointment procedure shall be carried out with participation of the nomination committee;*
- 3) unless the Supervisory Board decides otherwise, the recruitment procedure for the position of a Management Board member is prepared and organized and carried out by a professional personnel consultancy company (“**Recruitment Consultant**”) selected by a resolution adopted by the Supervisory Board on the terms and conditions set forth in the Bylaws for Appointing Management Board Members;*
- 4) The Recruitment Consultant taking part in the recruitment procedure shall prepare a written opinion containing at least an indication that the required criteria have been met and a recommendation for the individual candidates; in the event that none of the candidates meets the criteria required for a position of a Management Board member, the recruitment procedure will be closed without resolution and the Supervisory Board will launch a new recruitment procedure;*
- 5) appointment of a Management Board member is made only from among the candidates taking part in the recruitment procedure. The Nomination Committee will provide the Supervisory Board with a recommendation concerning the candidates taking into account information obtained in the course of the recruitment procedure.*
- 6) the nomination committee accepts a report on the conducted recruitment procedure; the Company will make the report from the recruitment procedure available to the public, within 7 days of its acceptance, in the form and in accordance with the rules set forth in the Bylaws for Appointing Management Board Members, including in the form of a current report and by publication on the Company’s website;*
- 7) after each amendment of the Bylaws for Appointing Management Board Members, the nomination committee will prepare a written report with detailed information on the amendments;*
- 8) The Company covers the costs of the recruitment procedure, including remuneration of the Recruitment Consultant;”*

shall read as follows:

- “6. The appointment of Management Board members, including the President of the Management Board and the Management Board member referred to in section 5, is governed by the following principles and the provisions of the Act on the Rules for Managing State Property:*
 - 1) The Supervisory Board, subject to the provisions of section 5, appoints Management Board members after conducting a recruitment procedure the purpose of which is to verify and evaluate the qualifications of candidates;*
 - 2) the recruitment procedure is conducted in accordance with the bylaws for appointing Management Board members adopted by the Supervisory Board, although prior to the initiation of the recruitment procedure for the position of a Management Board member the Supervisory Board may specify different rules to govern the recruitment procedure;*
 - 3) the Management Board members appointment procedure shall be carried out with participation of the nomination committee;*
 - 4) a notice of the recruitment procedure is published on the Company’s website and in a national daily paper;*
 - 5) a candidate for a member of the Company’s Management Board may be a person who fulfills the requirements laid down in the applicable mandatory provisions of law.”*

§ 2

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
17,536,025 votes were cast in favor of the Resolution,
7,828,286 votes were cast against the Resolution,
767,579 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote the following draft Resolution No. 54/2023:

**Resolution No. 54/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023
to amend § 15 of the Company's Articles of Association**

Acting pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

§ 15 of the PKP CARGO S.A. Articles of Association with the current wording:

“If the Management Board consists of one person, then the Company is represented by the President of the Management Board. If the Management Board consists of more than one person then the Company is represented by two Management Board members acting jointly or by a Management Board member acting jointly with a commercial proxy.”

shall read as follows:

- “1. If the Management Board consists of one person then the Company is represented by the President of the Management Board. If the Management Board consists of more than one person, then the Company is represented by two Management Board members acting jointly or by a Management Board member acting jointly with a commercial proxy.*
- 2. When conducting the Company's business, members of the Company's Management Board are required to be guided, within their powers, by the PKP Group's interests.*
- 3. The Company's Management Board is required to comply with the provisions of the PKP Group Charter when conducting the Company's business.”*

§ 2

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
14,839,585 votes were cast in favor of the Resolution,
11,292,305 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote the following draft Resolution No. 55/2023:

Resolution No. 55/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023
to amend § 16 section 4 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

§ 16 sec. 4 of the PKP CARGO S.A. Articles of Association with the current wording:

“4. Management Board resolutions are adopted by an absolute majority of votes. If an equal number of votes is cast “for” and “against” together with abstentions, the President of the Management Board shall have the casting vote.”

shall read as follows:

“4. Management Board resolutions are adopted by a simple majority of votes. If an equal number of votes is cast “for” and “against”, the President of the Management Board has the casting vote.”

§ 2

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
19,391,066 votes were cast in favor of the Resolution,
6,740,824 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote the following draft Resolution No. 58/2023:

Resolution No. 58/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023
to amend § 24 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

In § 24 of the PKP CARGO S.A. Articles of Association, sections 4 and 5 are added with the following wording:

“4. When performing their duties, Supervisory Board members are required to take into account the PKP Group’s interests.

5. The Supervisory Board is required to comply with the provisions of the PKP Group Charter when performing its duties.”.

§ 2

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
14,863,342 votes were cast in favor of the Resolution,
11,268,548 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote the following draft Resolution No. 59/2023:

**Resolution No. 59/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023
to amend § 25 section 3 item 18 of the Company’s Articles of Association**

Acting pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

§ 25 section 3 item 18 of the PKP CARGO S.A. Articles of Association with the current wording:

“18) giving consent for the Company to enter into: (i) a material agreement with a shareholder holding at least 5% of all the votes at the Shareholder Meeting, or (ii) an agreement whose value exceeds PLN 10,000,000 (ten million Polish zloty) with a related party within the meaning of the Finance Minister’s regulation issued pursuant to Article 60 Section 2 of the Act on Public Offerings, while validity of such a resolution requires that it is accepted by at least one of the Supervisory Board members satisfying the criteria of independence from the Company and from the entities with significant ties to the Company selected following the procedure of § 20 above and in consideration of § 21 above. This obligation does not apply to typical agreements concluded on an arm’s length basis as part of the Company’s operating activity, with a subsidiary, in which the Company holds the majority equity stake;”

shall read as follows:

“18) giving consent for the Company to enter into: (i) a material agreement with a shareholder holding at least 5% of all the votes at the Shareholder Meeting, or (ii) an agreement whose value exceeds PLN 10,000,000 (ten million Polish zloty) with a related party within the meaning of the Finance Minister’s regulation issued pursuant to Article 60(2) of the Act on Public Offerings. This obligation does not apply to typical agreements concluded on an arm’s length basis as part of the Company’s operating activity, with a subsidiary, in which the Company holds the majority equity stake;”.

§ 2

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
14,863,342 votes were cast in favor of the Resolution,
11,268,548 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

In reference to item 16 of the agenda: The Chairman put to a vote the following draft Resolution No. 61/2023:

Resolution No. 61/2023
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 29 June 2023
to set the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board Members

Pursuant to Article 392 § 1 of the Commercial Company Code in conjunction with § 5 sec. 3 and 4 of the “Compensation Policy for Members of the PKP CARGO S.A. Management Board and Supervisory Board” adopted by Resolution No. 23/2020 of the Ordinary Shareholder Meeting of PKP CARGO S.A. of 29 June 2020 (as amended) and the provisions of the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

As of 1 July 2023, the following remuneration is defined for PKP CARGO S.A. Supervisory Board Members:

- 1) the amount of monthly remuneration of a PKP CARGO S.A. Supervisory Board Member is equal to the product of the base amount referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies (Journal of Laws 2020.1907, consolidated text of 29 October 2020, as amended) (hereinafter, the “base amount”), and the multiplier of 2.75, without prejudice to items 2-9 below;
- 2) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3.025;
- 3) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Vice-Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;
- 4) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Audit Committee Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3;
- 5) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Nomination Committee Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3;
- 6) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Strategy Committee Chairman of the PKP CARGO S.A.

Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3;

- 7) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member who is also a Member of the Audit Committee of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;
- 8) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member who is also a Member of the Nomination Committee of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;
- 9) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member who is also a Member of the Strategy Committee of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;

with the reservation that, in calculating the monthly compensation of the PKP CARGO S.A. Supervisory Board Member referred to in items 1-9, the generally applicable laws should be taken into consideration to the extent that they govern the base amount differently.

§ 2

Resolution No. 6/2020 of the Extraordinary Shareholder Meeting of PKP CARGO S.A. of 16 November 2020 setting the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board Members is hereby repealed effective as of 30 June 2023.

§ 3

This Resolution shall come into force on the date of its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 26,131,890,
Percentage of the share capital: 58.34%,
Total number of valid votes: 26,131,890,
5,546,256 votes were cast in favor of the Resolution,
14,784,194 votes were cast against the Resolution,
5,801,440 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.