

Item 3 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. /2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 2022**

to appoint Chairperson of the Ordinary Shareholder Meeting.

§ 1

Pursuant to § 10 Section 1 of the PKP CARGO S.A. Articles of Association in conjunction with Article 409 § 1 of the Commercial Company Code, the PKP CARGO S.A. Ordinary Shareholder Meeting hereby appoints Mr./Ms. as Chairperson of the PKP CARGO S.A. Ordinary Shareholder Meeting convened for 29 June 2022.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

to adopt the agenda of the meeting

§ 1

The following agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A. convened for 29 June 2022 (“Ordinary Shareholder Meeting”) is hereby adopted:

1. Open the Ordinary Shareholder Meeting.
2. Prepare the attendance record.
3. Adopt a resolution to appoint the Chairperson of the Ordinary Shareholder Meeting.
4. Assert that the Ordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
5. Adopt the agenda of the meeting.
6. Information prepared by the PKP CARGO S.A. Supervisory Board on the results of the recruitment procedure for the positions of PKP CARGO S.A. Management Board members.
7. Review the Activity Report of the PKP CARGO S.A. Supervisory Board as the Company’s corporate body and assessment of the Company’s standing, taking into account the assessment of the internal control, risk management and compliance systems and the internal audit function.
8. Review and approve (by way of a resolution) the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2021 prepared in accordance with EU IFRS.
9. Review and approve (by way of a resolution) the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2021 prepared in accordance with EU IFRS.
10. Review and approve (by way of a resolution) the Management Board Report on the activity of the PKP CARGO Group for 2021.
11. Adopt a resolution to cover the net loss shown in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2021 prepared according to EU IFRS.
12. Adopt resolutions to grant a discharge to the PKP CARGO S.A. Management Board Members on the performance of their duties in the financial year 2021.
13. Adopt resolutions to grant a discharge to the PKP CARGO S.A. Supervisory Board Members on the performance of their duties in the financial year 2021.

14. Adopt a resolution to issue an opinion on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2021”.
15. Appoint members fulfilling the independence criteria to the PKP CARGO S.A. Supervisory Board of the 8th term of office.
16. Adopt a resolution to amend the “Bylaws of the Shareholder Meeting of PKP CARGO Spółka Akcyjna”.
17. Adopt a resolution on the execution of a contract for the management of a subsidiary forming the PKP Group Charter.
18. Other business.
19. Adjourn the meeting.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to approve the Standalone Financial Statements of PKP CARGO S.A. for the
financial year ended 31 December 2021 prepared according to EU
IFRS**

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 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

The Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2021 prepared according to EU IFRS are hereby approved following their examination; the statements include:

- 1) statement of profit or loss and other comprehensive income for the period from 1 January 2021 to 31 December 2021 showing a net loss of PLN 223.3 million (two hundred twenty-three million three hundred thousand Polish zloty) and negative comprehensive income of PLN 146.1 million (one hundred forty-six million one hundred thousand Polish zloty);
- 2) statement of financial position prepared as at 31 December 2021, showing total assets and total liabilities and equity of PLN 6,727.4 million (six billion seven hundred twenty-seven million four hundred thousand Polish zloty);
- 3) statement of changes in equity for the period from 1 January 2021 to 31 December 2021 showing a decrease in equity by PLN 146.1 million (one hundred forty-six million one hundred thousand Polish zloty);
- 4) cash flow statement for the period from 1 January 2021 to 31 December 2021 showing a decrease in cash by PLN 39.5 million (thirty-nine million five hundred thousand Polish zloty);

- 5) notes including significant accounting principles and other explanatory notes to the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2021, prepared in accordance with EU IFRS.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to approve the Consolidated Financial Statements of the PKP CARGO Group for
the financial year ended 31 December 2021, prepared according
to EU IFRS**

Pursuant to Article 393 Item 1 and Article 395 § 2 Items 1 and 2 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

The Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2021 prepared according to EU IFRS are hereby approved following their examination; the statements include:

- 1) consolidated statement of profit or loss and other comprehensive income for the period from 1 January 2021 to 31 December 2021 showing a net loss of PLN 225.3 million (two hundred twenty-five million three hundred thousand Polish zloty) and negative comprehensive income of PLN 103.2 million (one hundred three million two hundred thousand Polish zloty);
- 2) consolidated statement of financial position prepared as at 31 December 2021, showing total assets and total liabilities and equity of PLN 7,613.4 million (seven billion six hundred thirteen million four hundred thousand Polish zloty);
- 3) consolidated statement of changes in equity for the period from 1 January 2021 to 31 December 2021 showing a decrease in equity by PLN 103.2 million (one hundred three million two hundred thousand Polish zloty);
- 4) consolidated cash flow statement for the period from 1 January 2021 to 31 December 2021 showing a decrease in cash by 52.2 million (fifty-two million two hundred thousand Polish zloty);
- 5) notes including significant accounting principles and other explanatory notes to the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2021, prepared in accordance with EU IFRS.

§ 2

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

Item 10 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to approve the Management Board Report on the Activity of the PKP CARGO
Group for 2021**

Pursuant to Article 393 Item 1 and Article 395 § 2 Items 1 and 2 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

The Management Board Report on the activity of the PKP CARGO Group in 2021 is hereby approved following its examination.

§ 2

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

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to cover the loss shown in the Standalone Financial Statements of PKP CARGO
S.A. for the financial year ended 31 December 2021 prepared
according to EU IFRS**

Pursuant to Article 395 § 2 Item 2 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

The net loss incurred in 2021 in the amount of PLN 223,287,411.98 (two hundred twenty-three million two hundred eighty-seven thousand four hundred eleven and 98/100 Polish zloty), as carried in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2021, prepared in accordance with EU IFRS, will be covered with:

- 1) retained earnings of PLN 114,276,655.60 (one hundred fourteen million two hundred seventy-six thousand six hundred fifty-five and 60/100 Polish zloty);
and
- 2) reserve capital of PLN 109,010,756.38 (one hundred nine million ten thousand seven hundred fifty-six and 38/100 Polish zloty).

§ 2

This Resolution comes into force on the date of its adoption.

Item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to the President of the PKP CARGO S.A. Management Board
on the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Czesław Warsewicz, President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2021 to 18 October 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Leszek Borowiec, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2021 to 18 October 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Piotr Wasaty, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2021 to 18 October 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Witold Bawor, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2021 to 18 October 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Zenon Kozendra, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to the person seconded to act as the President of the PKP
CARGO S.A. Management Board on the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Władysław Szczepkowski, Member of the PKP CARGO S.A. Supervisory Board seconded to act as President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 18 October 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Antoni Duda, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Dariusz Górski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No. /2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Ms. Izabela Wojtyczka, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jerzy Sośnierz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Krzysztof Czarnota, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jerzy Sośnierz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No. /2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to the Chairman of the PKP CARGO S.A. Supervisory Board
on the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Krzysztof Mamiński, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

to grant a discharge to Vice-Chairman of the PKP CARGO S.A. Supervisory Board on the performance of his duties

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Marcin Kowalczyk, Member of the PKP CARGO S.A. Supervisory Board from 14 January 2021 to 25 January 2021 and Vice-Chairman of the PKP CARGO S.A. Supervisory Board from 25 January 2021 to 31 December 2021, on the performance of his duties in these periods.

§ 2

This Resolution comes into force on the date of its adoption.

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Paweł Sosnowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Tadeusz Stachaczyński, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Władysław Szczepkowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2021 to 18 October 2021.

§ 2

This Resolution comes into force on the date of its adoption.

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022**

**to grant a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Ms. Zofia Dzik, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 01 January 2021 to 31 December 2021.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

**Resolution No./2022
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 2022**

**to issue an opinion on the “Report on compensation disbursed to Members of
the PKP CARGO S.A. Management Board and Supervisory Board in
2021”**

Pursuant to § 12 sec. 1 of the Articles of Association of PKP CARGO S.A., Article 395 § 21 of the Commercial Company Code and Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A positive opinion is hereby issued on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2021”, forming an Attachment to this Resolution.

§ 2

This Resolution comes into force on the date of its adoption.

DRAFT

Resolution No.
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 2022

to appoint members fulfilling the independence criteria to the PKP CARGO S.A.
Supervisory Board of the 8th term of office.

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 19 sec. 1 of the Articles of Association of PKP CARGO S.A. in conjunction with § 20 of the Articles of Association of PKP CARGO S.A., the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

Ms./Mr. is hereby appointed as a member of the PKP CARGO S.A. Supervisory Board for the joint 8th term of office of the PKP CARGO S.A. Supervisory Board.

§ 2

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

DRAFT

Resolution No.
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 2022

to adopt a resolution to amend the “Bylaws of the Shareholder Meeting of PKP CARGO Spółka Akcyjna”.

Pursuant to § 12 sec. 2 item 4 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

1. The “Bylaws of the Shareholder Meeting of PKP CARGO Spółka Akcyjna” adopted by Resolution No. 64/2013 of the Extraordinary Shareholder Meeting of PKP CARGO S.A. with its registered office in Warsaw of 25 October 2013 are hereby amended as follows:

1) in § 12, sections 1–6 will be numbered 3–8;

2) in § 12, the following new sec. 1 and sec. 2 will be added:

“1. Draft resolutions of the Shareholder Meeting on matters put on the agenda should be tabled by shareholders no later than three business days before the Shareholder Meeting.

2. Where the subject matter of the Shareholder Meeting is to be nomination for the Supervisory Board or appointment of the Supervisory Board for a new term of office, the candidates should be nominated with a notice necessary for the shareholders present at the Shareholder Meeting to make an informed decision and in any case no later than three business days before the Shareholder Meeting.”

2. In connection with the amendment related to sec. 1, the consolidated text of the “Bylaws of the Shareholder Meeting of PKP CARGO Spółka Akcyjna” is hereby adopted, forming an Attachment to this Resolution.

§ 2

1. The amendments referred to in § 1 sec. 1 come into force on the day immediately following the completion of this Ordinary Shareholder Meeting of PKP CARGO S.A.

2. This Resolution comes into force on the date of its adoption.

DRAFT

Resolution No.
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of 2022

to adopt a resolution on the execution of a contract for the management of a subsidiary forming the PKP Group Charter.

Pursuant to Article 393(7) of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

Consent is hereby granted for PKP CARGO S.A. to enter into a contract for the management of a subsidiary as referred to in Article 7 of the Commercial Company Code (hereinafter: “**PKP Group Charter**”) on the terms set forth in § 2 below, with the entities specified in § 3 below.

§ 2

The PKP Group Charter shall contain the following provisions in particular:

- 1) The PKP Group shall consist of: Polskie Koleje Państwowe S.A. (hereinafter: “**PKP**”) and entities that obtain the status of PKP Group Members due to their accession to the PKP Group Charter.
- 2) PKP and the PKP Group Members shall take actions aimed at the pursuit of the mission and interests of the PKP Group, construed as shared interests of the parties to the PKP Group Charter, consists of balancing the individual interests of the parties and those of the PKP Group.
- 3) The following corporate bodies shall operate in the PKP Group: The PKP Group Management Board (executive body) and the PKP Group Board (advisory and consultative body). The function of the PKP Group Management Board shall be discharged by the PKP Management Board. No corporate bodies of the PKP Group shall replace the statutory bodies of PKP or any other PKP Group Member.
- 4) PKP shall not be liable, as referred to in Article 7 of the Commercial Company Code, for the damage caused to a PKP Group Member in respect of the failure to exercise the rights or fulfill the obligations or the improper exercise of the rights or fulfillment of the obligations provided for in the PKP Group Charter or for any PKP Group Member’s liabilities to its creditors;

- 5) The functioning of PKP Group Members with a special legal status resulting from mandatory provisions of law within the PKP Group, in particular where the PKP Group Member discharges the function of an infrastructure manager or has the status of a public company, may not infringe on the requirements for these entities to maintain independence with regard to their core functions (within the meaning of Article 3(2f) of Directive 2012/34/EU of the European Parliament and of the Council of 21 November 2012 establishing a single European railway area and Article 4(59) of the Rail Transport Act of 28 March 2003 or any regulations replacing them), as well as the requirements related to their public company status within the meaning of the Act of 29 July 2005 on Public Offering and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies (or any regulations replacing it).
- 6) PKP and the PKP Group Members shall cooperate with each other in areas included in the PKP Group's business within which a business process, function or task is pursued as part of the cooperation between PKP and all or some of the PKP Group Members ("**Cooperation Areas**"). The Cooperation Areas may be shared by PKP and all PKP Group Members or may concern only PKP and some PKP Group Members. The Cooperation Areas shall be set forth in an appendix to the PKP Group Charter.
- 7) The principles of cooperation for the respective Cooperation Area in the PKP Group may be specified in (i) the PKP Group Policy, which is a document defining the objectives, principles or standards of cooperation in the respective Cooperation Area in the PKP Group, adopted for use by PKP and all or some PKP Group Members and binding under the PKP Group Charter or a resolution of the PKP Group Management Board issued by the PKP Group Management Board, (ii) guidelines issued by the PKP Group Management Board, or the director of the PKP organizational unit supporting the pursuit of tasks related to the management of the PKP Group, acting on authorization from the PKP Group Management Board.
- 8) It is permitted to enter into bilateral or multilateral cooperation agreements between at least two parties to the PKP Group Charter to define the principles of cooperation of such parties in some or all of the Cooperation Areas.
- 9) The PKP Group Members shall respect the powers vested in PKP to receive information and documents, as set forth in detail in an appendix to the PKP Group Charter.

§ 3

1. The following entities are expected to accede to the PKP Group Charter:

- 1) PKP,
- 2) PKP CARGO S.A.,
- 3) "PKP Intercity" S.A.,
- 4) "PKP Informatyka" Sp. z o.o.,

- 5) PKP Linia Hutnicza Szerokotorowa Sp. z o.o.,
- 6) PKP Szybka Kolej Miejska w Trójmieście Sp. z o.o.,
- 7) PKP TELKOL Sp. z o.o.,
- 8) "Xcity Investment Sp. z o.o.",
- 9) "CS NATURA TOUR" Sp. z o.o.,
- 10) Kolejowe Zakłady Łączności Sp. z o.o.,
- 11) PKP Intercity Remtrak Sp. z o.o.,
- 12) WARS S.A.,
- 13) PKP CARGO TERMINALE sp. z o.o.,
- 14) PKP CARGOTABOR sp. z o.o.,
- 15) PKP CARGO SERVICE sp. z o.o.,
- 16) PKP CARGO CONNECT sp. z o.o.,
- 17) CARGOSPED Terminal Braniewo Sp. z o.o.,
- 18) "TRANSGAZ" S.A.