

POLSKIE KOLEJE PAŃSTWOWE

Spółka Akcyjna

Polskie Koleje Państwowe S.A.

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Management Board of PKP CARGO S.A.

in Warsaw

Warsaw, 7 June 2021

KOP03.41.90 .2021/2

UNP: 2021-0257451

REQUEST TO PLACE AN ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDER MEETING OF
PKP CARGO S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED FOR 28 JUNE 2021

In connection with the publication, on 2 June 2021, of Current Report No. 12/2021 by PKP CARGO S.A. with its registered office in Warsaw (KRS: 0000027702, hereinafter referred to as the "Company") on convening the Company's Ordinary Shareholder Meeting for 28 June 2021 (hereinafter referred to as the "Shareholder Meeting"), acting in our capacity as authorized representatives of Polskie Koleje Państwowe S.A. with its registered office in Warsaw, Al. Jerozolimskie 142A (02-305 Warsaw), entered in the Register of Commercial Undertakings of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under file no. 0000019193, REGON 000126801, NIP 5250000251, with the share capital of PLN 10,150,715,600.00, paid up in full, a shareholder of the Company, holding directly, as at the date of this submission, 14,784,194 ordinary bearer shares in the Company carrying the right to 14,784,194 votes at the Company's Shareholder Meeting, representing 33.01% of the Company's share capital and 33.01% of the total number of votes in the Company, we hereby request, pursuant to Article 401 § 1

of the Commercial Company Code, that the following item be placed on the agenda of the Shareholder Meeting:

- Adopt a resolution to amend the resolution on the selection of an audit firm.

In the Shareholder's opinion, in light of the outcome of the procurement procedure for the selection of an audit firm carried out by the procurement group, the current wording of the pertinent Resolution of the Ordinary Shareholder Meeting requires an amendment so as to clearly and unambiguously identify the Contractor to be entrusted with the provision of auditing services to the Company in 2021-2025. The current wording of the Resolution seems insufficiently precise in the context of the complexity and significant similarity between the names of the Bidders (future Contractors).

At the same time, attached hereto, we provide the pertinent draft resolution of the Ordinary Shareholder Meeting of PKP CARGO S.A.

MANAGEMENT BOARD MEMBER

Andrzej Olszewski

PRESIDENT OF THE MANAGEMENT BOARD

Krzysztof Mamiński

Attachment to the letter of 7 June 2021

Resolution No.
of the Ordinary Shareholder Meeting of PKP CARGO S.A.
of
to amend the resolution on the selection of an audit firm.

Pursuant to §12(2)(5) of the PKP CARGO S.A. Articles of Association and Article 66(4) in conjunction with Article 64(1)(3) of the Accounting Act (Journal of Laws of 2019 item 351, as amended), the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

§ 1 sec. 1 of Resolution No. 2/2020 of the PKP CARGO S.A. Extraordinary Shareholder Meeting of 16 November 2020 on the selection of an audit firm shall now read as follows:

“1. Selects, as the Contractor, to:

- 1) audit:
 - a) standalone financial statements of PKP CARGO S.A. for 2021-2025;
 - b) consolidated financial statements of the PKP CARGO Group for 2021-2025;
- 2) review interim condensed:
 - a) standalone financial statements of PKP CARGO S.A. in 2021-2025;
 - b) consolidated financial statements of the PKP CARGO Group in 2021-2025;

the following audit firms:

- 1) Grant Thornton Frąckowiak spółka z ograniczoną odpowiedzialnością sp.k. with its registered office in Poznań at ul. abpa Antoniego Baraniaka 88E, 61-131 Poznań, KRS 0000369868, NIP 7781476013, entered in the list of audit firms kept by the Polish Audit Supervision Agency under file no. 3654;
- 2) Grant Thornton Polska spółka z ograniczoną odpowiedzialnością sp.k. with its registered office in Poznań at ul. abpa Antoniego Baraniaka 88E, 61-131 Poznań, KRS 0000407558, NIP 7822545999, entered in the list of audit firms kept by the Polish Audit Supervision Agency under file no. 4055.”.

§ 2

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