

**Resolutions adopted by the Extraordinary Shareholder Meeting of
PKP CARGO S.A.
on 17 May 2023**

In reference to item 5 of the agenda: The Chairman put to a vote the following draft Resolution No. 1/2023:

**Resolution No. 1/2023
of the Extraordinary Shareholder Meeting of PKP CARGO S.A.
of 17 May 2023
to accept the agenda for the Extraordinary Shareholder Meeting of PKP CARGO S.A.**

§ 1

The following agenda is hereby adopted for the Extraordinary Shareholder Meeting of PKP CARGO S.A. convened for 17 May 2023 (“**Extraordinary Shareholder Meeting**”):

1. Open the Extraordinary Shareholder Meeting.
2. Prepare an attendance record.
3. Adopt a resolution to appoint Chairperson of the Extraordinary Shareholder Meeting.
4. Assert that the Extraordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
5. Adopt the agenda of the meeting.
6. Adopt resolutions to amend the Articles of Association of PKP CARGO S.A.
7. Set the remuneration of PKP CARGO S.A. Supervisory Board members discharging functions in the Audit Committee.
8. Other business.
9. Adjourn the meeting.

§ 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: 25,966,668,
Percentage of the share capital: 57.97%,
Total number of valid votes: 25,966,668,
25,966,668 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 6 of the agenda:

The Chairman put to a vote the following draft Resolution No. 10/2023:

**Resolution No. 10/2023
of the Extraordinary Shareholder Meeting of PKP CARGO S.A.
of 17 May 2023**

to amend § 23 of the Company's Articles of Association

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

§ 1

In § 23 of the PKP CARGO S.A. Articles of Association, sections 4, 5 and 6 are added with the following wording:

“4. Meetings of the Supervisory Board are convened by the Chairperson, except that the first meeting of the Supervisory Board of a new term of office is convened by the Company's Management Board not later than within 14 days from the date of appointment of the Supervisory Board of such new term of office; until the election of the Supervisory Board Chairperson for a new term of office, the first meeting of the Supervisory Board is chaired by the President of the Management Board.

5. If the Supervisory Board Chairperson is unable to convene a meeting, the meeting of the Supervisory Board shall be convened in accordance with the Supervisory Board Bylaws.

6. The procedure of the Supervisory Board's operation is described in detail in the Supervisory Board Bylaws.”

§ 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: 25,966,668,

Percentage of the share capital: 57.97%,

Total number of valid votes: 25,966,668,

21,055,630 votes were cast in favor of the Resolution,

4,911,038 votes were cast against the Resolution,

0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

At this point, the proxy of shareholder Nationale-Nederlanden Otworthy Fundusz Emerytalny requested that an objection against this resolution be recorded in the minutes.

The Chairman put to a vote the following draft Resolution No. 14/2023:

Resolution No. 14/2023

of the Extraordinary Shareholder Meeting of PKP CARGO S.A.

of 17 May 2023

to amend § 29 section 2 of the Company's Articles of Association

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

§ 1

§ 29 section 2 of the PKP CARGO S.A. Articles of Association with the current wording:

“2. “**Best Practice of GPW Listed Companies**” means a collection of practices introduced by the Warsaw Stock Exchange by the power of resolution No. 26/1413/2015 of the Board of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) of 13 October 2015.”

shall read as follows:

“2. “**Best Practice of GPW Listed Companies**” means the set of corporate governance rules for companies listed on the Warsaw Stock Exchange, applicable pursuant to a resolution adopted by the Council of the Warsaw Stock Exchange.”

§ 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: 25,966,668,
Percentage of the share capital: 57.97%,
Total number of valid votes: 25,966,668,
21,055,630 votes were cast in favor of the Resolution,
4,911,038 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

At this point, the proxy of shareholder Nationale-Nederlanden Otwarty Fundusz Emerytalny requested that an objection against this resolution be recorded in the minutes.

The Chairman put to a vote the following draft Resolution No. 15/2023:

Resolution No. 15/2023
of the Extraordinary Shareholder Meeting of PKP CARGO S.A.
of 17 May 2023
to amend § 29 section 14 of the Company’s Articles of Association

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

§ 1

§ 29 section 14 of the PKP CARGO S.A. Articles of Association with the current wording:

“14. “**Act on the Rules for Managing State Property**” shall mean the Act on the Rules for Managing State Property of 16 December 2016 (Journal of Laws of 2016, item 2259).”

shall read as follows:

“14. “**Act on the Rules for Managing State Property**” shall mean the Act on the Rules for Managing State Property of 16 December 2016 (Journal of Laws of 2016, item 2259, as amended).”

§ 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: 25,966,668,
Percentage of the share capital: 57.97%,
Total number of valid votes: 25,966,668,
21,055,630 votes were cast in favor of the Resolution,
4,911,038 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

At this point, the proxy of shareholder Nationale-Nederlanden Otwarty Fundusz Emerytalny requested that an objection against this resolution be recorded in the minutes.

The Chairman put to a vote the following draft Resolution No. 16/2023:

Resolution No. 16/2023
of the Extraordinary Shareholder Meeting of PKP CARGO S.A.
of 17 May 2023
to amend § 14 section 1 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 Extraordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

§ 14 section 1 of the PKP CARGO S.A. Articles of Association with the current wording:

“1. The Management Board is composed of one to five members, including the President of the Management Board, appointed for a joint term of office of three years.”

shall read as follows:

“1. The Management Board is composed of one to five members, including the President of the Management Board, appointed for a joint term of office of three full financial years. The Supervisory Board may entrust a Management Board member with the function of Vice-President of the Management Board.”

§ 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: 25,966,668,
Percentage of the share capital: 57.97%,
Total number of valid votes: 25,966,668,
21,055,630 votes were cast in favor of the Resolution,
4,911,038 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

At this point, the proxy of shareholder Nationale-Nederlanden Otwarty Fundusz Emerytalny requested that an objection against this resolution be recorded in the minutes.