

Warsaw, 7 June 2023

**Management Board
of PKP CARGO S.A.**
ul. Grójecka 17
02-021 Warsaw

Subject: Request to include certain matters in the agenda of the Company's Ordinary Shareholder Meeting convened for 29 June 2023 in Warsaw

Nationale-Nederlanden Otwarty Fundusz Emerytalny (hereinafter referred to as the "Fund") with its registered office in Warsaw, address: ul. Topiel 12, 00-342 Warsaw, entered in the Register of Pension Funds kept by the Regional Court in Warsaw, 7th Civil, Family and Registry Division, under file no. RFe 4, statistical no. REGON: 014849960, taxpayer identification no. NIP: 5262355586, represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A. with its registered office in Warsaw, address: ul. Topiel 12, 00-342 Warsaw, entered in the Register of Commercial Undertakings kept by the District Court for the Capital City of Warsaw, 12th Commercial Division, under file no. KRS 0000042153, as a shareholder holding at least 1/20 of the share capital of PKP Cargo S.A. (hereinafter referred to as the "Company"), hereby, pursuant to Article 401 §1 of the Commercial Company Code, requests the inclusion of the following item in the agenda of the Company's Ordinary Shareholder Meeting convened for 29 June 2023:

- 1. "Adopt a resolution to set the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board members".**

Justification:

The proposed change in the level of remuneration in the Company is intended to bring the remuneration in line with the evolving market conditions and to take into account the workload associated with additional functions discharged in the Supervisory Board and participation in its committees. The new approach to remuneration is in line with the principles set out in the Best Practice for GPW Listed Companies 2021 regarding additional remuneration for committee work, which was not previously included in the remuneration of Supervisory Board members.

Accordingly, the amended agenda will be as follows:

Agenda:

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. Review and approve (by way of a resolution) 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 for the year ended 31 December 2022.
7. Review and approve (by way of a resolution) the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared in accordance with EU IFRS.
8. Review and approve (by way of a resolution) the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2022 prepared in accordance with EU IFRS.
9. Review and approve (by way of a resolution) the Management Board Report on the activity of the PKP CARGO Group for 2022.
10. Review and approve (by way of a resolution) the Sustainability Report of the PKP CARGO Group for 2022. Attachment 1 – notice convening the Ordinary Shareholder Meeting for 29 June 2023 2
11. Adopt a resolution to distribute the profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared in accordance with 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 2022.
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 2022.
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 2022".
15. Adopt a resolution to set the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board members.
16. Other business.
17. Adjourn the meeting.

The draft resolution and the deposit certificate are attached hereto.

DRAFT RESOLUTION:

Item 15 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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

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.

Signature Not Verified

Document signed by Paweł Giza Date:
2023.06.07 14:49:17 CEST

Signature Not Verified

Document signed by Szymon Ożóg Date:
2023.06.07 12:42:10 CEST