

**Resolution No. .... /2019**  
**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**on ..... 2019**

**to amend § 19 section 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

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

“2. PKP S.A. is entitled to appoint and dismiss Supervisory Board members in a number equal to half the composition of the Supervisory Board determined in accordance with section 8 (if such number is not an integer, it should be rounded down to the nearest integer) plus one. At least one of the Supervisory Board members appointed by PKP S.A. in accordance with this section should comply with the conditions of independence within the meaning of Article 86 Section 5 of the Act on Statutory Auditors and be qualified in accounting or auditing.”

shall read as follows:

“2. PKP S.A. shall be entitled to appoint and dismiss Supervisory Board members in a number equal to half the composition of the Supervisory Board determined in accordance with section 8 (if such number is not an integer, it shall be rounded down to the nearest integer) plus one.”.

§ 2

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