

Warsaw, 25 April 2023

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

**Subject: Request to include certain matters in the agenda of the Company's
Extraordinary Shareholder Meeting convened for 17 May 2023 in Warsaw**

Nationale-Nederlanden Otworthy 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 Powszechna 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 Extraordinary Shareholder Meeting convened for 17 May 2023:

- 1. "Set the remuneration of PKP CARGO S.A. Supervisory Board members discharging functions in the Audit Committee";**

Justification:

The proposed change involving the introduction of additional remuneration for Supervisory Board members who discharge the functions of Chairperson of the Audit Committee and members of the Audit Committee is caused by the alignment of the amount of remuneration to the volume of additional work associated with discharging the said functions in the Audit Committee.

Accordingly, the amended agenda will be as follows:

Agenda:

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 Company's Articles of Association.
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.

The draft resolution and the deposit certificate are attached hereto.

DRAFT RESOLUTION:

Item 7 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A.

Resolution No.

...../2023

of the Extraordinary Shareholder Meeting of PKP CARGO

S.A. of 2023

to set the remuneration of PKP CARGO S.A. Supervisory Board members discharging functions in the Audit Committee

Pursuant to Article 392 § 1 of the Commercial Company Code, the Extraordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

The following rules for setting additional remuneration for the PKP CARGO S.A. Supervisory Board Members discharging functions in the Audit Committee are hereby set:

- 1) The gross monthly remuneration of the Supervisory Board Member discharging the function of Chairperson of the Audit Committee is PLN 4,000 (four thousand Polish zloty).
- 2) The gross monthly remuneration of the Supervisory Board Member discharging the function of member of the Audit Committee is PLN 2,000 (two thousand Polish zloty).

§ 2

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

[electronic signature: Jolanta Dawid]

[electronic signature: Grzegorz Lętocha]