

Registration of an amendment to PKP CARGO S.A.'s Articles of Association

Current Report No. 18/2024 of 27 May 2024

Legal basis (selected in ESPI):

Article 56(1)(2) of the Act on Offerings – current and periodic information.

With reference to Current Report No. 10/2024 of 18 April 2024, the Management Board of PKP CARGO S.A. (“Company”) hereby reports that today the Company, based on data from the Central Information Office of the National Court Register, became aware that the amendment to the Company’s Articles of Association adopted by the Extraordinary Shareholder Meeting of PKP CARGO S.A. held on 18 April 2024 was entered in the National Court Register on 25 May 2024.

The amendment was adopted by Resolution No. 3/2024 of the Extraordinary Shareholder Meeting.

The subject matter of the amendment is the wording of §12 section 2 of the Articles of Association, which currently reads as follows:

“2. Powers of the Shareholder Meeting include, in addition to the matters identified by the provisions of the Commercial Company Code and other legislative acts:

- 1) appointing and dismissing the President of the Management Board and other Management Board members in the case referred to in § 14 section 2;
- 2) appointing and dismissing Supervisory Board members, subject to the personal rights of PKP S.A. specified in § 19 section 2 and section 9 sentence 1 and rights of the Company’s employees specified in § 19 section 3;
- 3) setting the compensation of Management Board members as long as the stake in the Company held by PKP S.A. is greater than 50% of the Company’s share capital and as long as required by the mandatory provisions of law;
- 4) accepting Shareholder Meeting bylaws.”,

and the wording of §25 section 3 of the Articles of Association, which currently reads as follows:

“3. In addition to the matters restricted by the provisions of the Commercial Company Code and other legislative acts, the powers of the Supervisory Board include:

- 1) (deleted);
- 2) giving consent for the Management Board to pay an interim dividend as an advance towards the dividend anticipated at the end of the financial year;
- 3) appointing and dismissing the President of the Management Board and other Management Board members in the case referred to in § 14 section 3;
- 4) appointing and dismissing the President of the Management Board on the terms set forth in § 14 section 4 and section 6 and a Management Board member from among the candidates presented by employees on the terms set forth in § 14 section 5 and section 6;
- 5) setting the number of Management Board members and setting compensation for Management Board members, subject to § 12 section 2 item 3;
- 6) approving the Management Board bylaws upon request of the President of the Management Board;
- 7) appointing and dismissing the Chairperson and Deputy Chairperson of the Supervisory Board, subject to the personal right of PKP S.A. referred to in §19 section 5;
- 8) adopting and amending Supervisory Board bylaws;
- 9) adopting and amending bylaws for electing employee representatives to the Supervisory Board;
- 10) adopting and amending the Bylaws for Appointing Management Board Members;

- 11) adopting the consolidated text of the Company's Articles of Association;
- 12) giving consent to the establishment or liquidation of a branch of the Company;
- 13) giving consent:
 - a) for the Company to purchase or sell or encumber with limited right in rem a real property, a perpetual usufruct right or interest in real property or a perpetual usufruct right;
 - b) to the subscription, acquisition or sale of shares in another company, except for the subscription for shares in an increased share capital of the Company's subsidiaries,
 - c) for the Company to purchase or sell a license or copyright,
 - d) for the Company to incur liabilities and dispose of its rights,
 - e) for the Company to buy and sell fixed assets:
 - with the market value of PLN 20,000,000 (twenty million Polish zloty) or more, provided that, where agreements are concluded for a limited term, it is assumed that the value of the Company's performance is as agreed in the agreement or anticipated in the period of five years, except when the agreements are executed within the scope of the Company's line of business specified in § 5 section 1 item 1 of the Articles of Association, including transportation agreements, freight forwarding agreements and agreements on the provision of comprehensive traction and maneuvering services, subject to other provisions of the Articles of Association, including: § 25 section 3 items 13a, 13b, 13c, 13d, § 12 section 4 and 5, and Article 90i section 3 of the Act on Public Offerings;
- 13a) giving consent to the disposal of non-current assets within the meaning of the Accounting Act, included in intangible assets, property, plant and equipment or long-term investments, including a contribution made to a company or cooperative, if the market value of such assets exceeds 5% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements, and delivery of such assets for use to another entity, for a period longer than 180 days in the calendar year, on the basis of a legal transaction, if the market value of the subject matter of the legal transaction exceeds 5% of total assets, with delivery for use in the case of:
 - a) lease, rental agreements and other agreements transferring an asset to other entities for paid use – the market value of the subject matter of the legal transaction is understood to be the value of performances for:
 - one year – if the asset has been transferred on the basis of agreements concluded for an unspecified term,
 - the entire term of the agreement – in the case of agreements concluded for a definite term,
 - b) lend-for-use agreements and other agreements transferring an asset to other entities for unpaid use – the market value of the subject matter of the legal transaction is understood as the equivalent of the performances that would be due if a rental or lease agreement was signed, for:
 - one year – if the asset is transferred on the basis of agreements concluded for an unspecified term,
 - the entire term of the agreement – in the case of agreements concluded for a definite term;
- 13b) giving consent to the acquisition of non-current assets within the meaning of the Accounting Act, with a value exceeding:
 - a) PLN 100,000,000 or
 - b) 5% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements;
- 13c) giving consent to the subscription for or acquisition of shares in another company with a value exceeding:
 - a) PLN 100,000,000 or
 - b) 10% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements;
- 13d) giving consent to the disposal of shares in another company with a market value exceeding:
 - a) PLN 100,000,000 or
 - b) 10% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements.
- 14) giving consent to the establishment or liquidation of special-purpose funds;
- 15) approving business plans and annual and long-term action plans of the Company;
- 16) giving consent for the Company to join economic organizations;
- 17) approving the Company's visual identity system;

18) giving consent for the Company to enter into: (i) a material agreement with a shareholder holding at least 5% of all the votes at the Shareholder Meeting, or (ii) an agreement whose value exceeds PLN 10,000,000 (ten million Polish zloty) with a related party within the meaning of the Finance Minister's regulation issued pursuant to Article 60 section 2 of the Act on Public Offerings, while validity of such a resolution requires that it is accepted by at least one of the Supervisory Board members satisfying the criteria of independence from the Company and from the entities with significant ties to the Company selected following the procedure of § 20 above and in consideration of § 21 above. This obligation does not apply to typical agreements concluded on an arm's length basis as part of the Company's operating activity, with a subsidiary, in which the Company holds the majority equity stake;

19) giving consent:

- a) for the Company to enter into a donation agreement or other agreement with a similar effect, the value of which is higher than PLN 20,000 (twenty thousand Polish zloty) or 0.1% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements;
- b) to a debt release or other agreement with a similar effect, the value of which is higher than PLN 50,000 (fifty thousand Polish zloty) or 0.1% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements;

19a) giving consent to execute:

- a) agreements on legal services, marketing services, public relations and social communication services and management consulting services if the total net fee to be paid for such services under such agreement or other agreements executed with the same entity is greater than PLN 500,000 annually;
- b) amendments to agreements on legal services, marketing services, public relations and social communication services and management consulting services increasing the fee above the amount referred to in item (a);
- c) agreements on legal services, marketing services, public relations and social communication services and management consulting services in which the maximum fee is not defined;

20) giving consent for the President of the Management Board or a Management Board member to take up competitive activity, in particular to handle a competitive business or participate in a competitive company as a partner in a civil law company, partnership or as a member in the body of a capital company or participate in another competitive legal person as a member of its body;

21) issuing opinions on motions submitted by the Management Board to the Shareholder Meeting;

22) (deleted);

23) selecting or changing an audit firm to audit the Company's financial statements and to provide additional services.”.

Legal basis:

§ 5 item 1 of the Finance Minister's Regulation of 29 March 2018 on the current and periodic information transmitted by securities issuers and the conditions for recognizing the information required by the regulations of a non-member state as equivalent (consolidated text of 2018 in the Journal of Laws of 2018 Item 757).