

## FORM FOR EXERCISING THE VOTING RIGHT BY A PROXY

This form contains an instruction for exercising the voting right by a proxy holding a power-of-attorney granted by a shareholder and enabling the exercise of the voting right at the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring (“ESM”) convened for 7 October 2024 in accordance with the instructions provided by the shareholder.

The shareholder provides the proxy with instructions on how to vote with regard to each of the resolutions to be adopted at the Extraordinary Shareholder Meeting by putting an “X” in the appropriate box in sections described as votes “for”, “against” or “abstaining”.

If the shareholder decides to vote in different manners from his/her shares held, he or she shall indicate in the appropriate section the number of shares from which the proxy is instructed to vote “for”, “against” or “abstaining”. If no indication is given about the number of shares, the proxy will be deemed to be authorized to vote as instructed from all the shares held by the shareholder. If the section “Other” is marked, the shareholder should define in that section the instructions on how the proxy is required to exercise the voting right. For the avoidance of doubt as to how the proxy is required to vote in such a case, it is recommended that the manner of proceeding by the proxy should be defined in the section “Other” in the above situation.

The use of this form depends on the shareholder’s decision and is not a condition for casting a vote through a proxy. PKP CARGO S.A. in restructuring hereby declares that it will not verify whether proxies exercise voting rights in accordance with the instructions received from the shareholders. Therefore, the voting instructions do not have to be provided to PKP CARGO S.A. in restructuring or the Chairperson of the Extraordinary Shareholder Meeting.

**PROXY:** \_\_\_\_\_  
*(full name / business name of the Proxy)*

**SHAREHOLDER:** \_\_\_\_\_  
*(full name / business name of the Shareholder)*

## **INSTRUCTIONS FOR EXERCISING THE VOTING RIGHT BY A PROXY**

I hereby authorize the Proxy to vote at the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring, with its registered office in Warsaw, convened for 7 October 2024 at 11:00 a.m. in the head office of PKP CARGO S.A. in restructuring in Warsaw, ul. Grójecka 17, in accordance with the instructions provided below.

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*Shareholder's signature*

Item 3 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. .... /2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to appoint Chairperson of the Extraordinary Shareholder Meeting of PKP  
CARGO S.A.**

**§ 1**

Pursuant to § 10 Section 1 of the PKP CARGO S.A. in restructuring Articles of Association in conjunction with Article 409 § 1 of the Commercial Company Code, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby appoints Mr./Ms. .... as Chairperson of the Extraordinary Shareholder Meeting of PKP CARGO S.A. convened for 7 October 2024.

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			



Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. .... /2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 14 section 1 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 14 section 1 of the Articles of Association reading as follows:

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

shall read as follows:

*"1. The Management Board shall consist of one to six members, including the President of the Management Board, appointed for a joint term of office lasting three full financial years. The Supervisory Board may entrust a member of the Management Board with the function of Vice-President of the Management Board."*

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. .... /2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 14 section 5, section 6 and § 25 section 3 pt 4  
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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 14 section 5 of the Articles of Association reading as follows:

*"5. The Supervisory Board selects one member of the Management Board from among candidates presented by the Company's employees. The candidate should have higher education, at least 5 years of work experience in the PKP capital group and not have a criminal record. Failure to appoint an employee representative to the Management Board shall not prevent the appointment of the Management Board and its effective adoption of resolutions. The Company's employees were granted the right referred to in the first sentence above in connection with Art. 4 sec. 4 of the Act on the commercialization and restructuring of PKP and the provisions of the Employee Guarantee Pact."*

is erased, therefore shall read as follows:

*„5. (erased).”*

**§ 2**

In § 14 section 6 of the Articles of Association reading as follows:

*"6. The appointment of members of the Management Board (including the President of the Management Board and the member of the Management Board referred to in paragraph 5 above) shall be made in accordance with the following principles:*

- 1) the appointment of members of the Management Board (including the President of the Management Board and the member of the Management Board referred to in section 5 above) shall take place after conducting a qualification procedure, the principles and procedure of which are specified in this Articles of Association and the regulations adopted by the Supervisory Board (**the "Regulations for the Appointment of Members of the Management Board"**), subject to the provisions of the Act on the principles of managing state property; the Regulations for the Appointment of Members of the Management Board specify in particular the qualifications subject to assessment when selecting candidates for individual positions in the Management Board; amending the Regulations for the Appointment of Members of the Management Board requires the consent of*

at least one member of the Supervisory Board who meets the criterion of independence and is appointed pursuant to the principles specified in § 20 and 21 below;

- 2) the nomination committee participates in the procedure for appointing members of the Management Board;
- 3) unless the Supervisory Board decides otherwise, the qualification procedure for the position of a member of the Management Board shall be prepared, organised and conducted by a professional personnel consulting company ("**Recruitment Consultant**") selected by a resolution of the Supervisory Board under the principles set out in the Regulations for the Appointment of Members of the Management Board;
- 4) the Recruitment Advisor participating in the qualification procedure shall prepare a written opinion containing at least an indication of meeting the required criteria and a recommendation regarding individual candidates; if none of the candidates meet the required criteria for the position of a member of the Management Board, the qualification procedure shall be terminated without a decision and the Supervisory Board shall initiate a new qualification procedure;
- 5) the appointment of a member of the Management Board shall be made exclusively from among the candidates participating in the qualification procedure. The nomination committee shall present to the Supervisory Board a recommendation concerning the candidates, taking into account the information obtained during the qualification procedure.
- 6) the nomination committee adopts the minutes of the conducted qualification procedure; the Company makes the content of the minutes of the qualification procedure publicly available within 7 days from the date of adoption in the form and on the principles specified in the Regulations for the Appointment of Members of the Management Board, including in the form of a current report and by publishing it on the Company's website;
- 7) after each change to the Regulations for the Appointment of Management Board Members, the nomination committee prepares a written report containing information on the changes introduced;
- 8) the Company covers the costs of the qualification procedure, including the remuneration of the Recruitment Advisor;"

shall read as follows:

"6. The appointment of members of the Management Board (including the President of the Management Board) and the provisions of the Act on the principles of state property management:

- 1) the Supervisory Board appoints members of the Management Board after conducting a qualification procedure aimed at verifying and assessing the qualifications of the candidates;
- 2) the qualification procedure is conducted on the basis of the regulations for appointing members of the Management Board adopted by the Supervisory Board, with the reservation that the Supervisory Board, when initiating the qualification procedure for the position of a member of the Management Board, may specify different rules for the qualification procedure;
- 3) the nomination committee participates in the procedure for appointing members of the Management Board;



Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. .... /2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 16 section 4 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 16 section 4 of the Articles of Association reading as follows:

*"4. Resolutions of the Management Board are passed by an absolute majority of votes. In the event of an equal number of votes "for" and "against" together with abstentions, the vote of the President of the Management Board shall be decisive."*

shall read as follows:

*"4. Resolutions of the Management Board are passed by a simple majority of votes. In the event of an equal number of votes "for" and "against", the vote of the President of the Management Board cast in the vote shall be decisive."*

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. .... /2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 19 section 1 and section 3 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 19 section 1 of the Articles of Association reading as follows:

*"1. Subject to section 8 and 10 below and § 22, the Supervisory Board shall consist of seven to nine members, including the Chairman and Vice-Chairman of the Supervisory Board, appointed for a joint term of office. Subject to the provisions of sec. 2 and 3 below, members of the Supervisory Board shall be appointed and dismissed by the Ordinary Shareholder Meeting."*

shall read as follows:

*"1. Subject to section 8 and 10 below and § 22, the Supervisory Board shall consist of eleven to thirteen members, including the Chairman and Vice-Chairman of the Supervisory Board, appointed for a joint term of office. Subject to the provisions of paragraphs 2 and 3 below, members of the Supervisory Board are appointed and dismissed by the Ordinary Shareholder Meeting."*

**§ 2**

In § 16 of the Articles of Association reading as follows:

*"3. Employees of the Company have the right to appoint and dismiss three of their representatives to the Supervisory Board. The Supervisory Board shall adopt the regulations for conducting elections of employee representatives to the Supervisory Board. Failure to elect members of the Supervisory Board representing employees shall not prevent the appointment of the Supervisory Board and its effective adoption of resolutions."*

shall read as follows:

*"3. Employees of the Company have the right to appoint and dismiss one representative to the Supervisory Board. The Supervisory Board shall adopt the regulations for conducting elections of the employee representative to the Supervisory Board. Failure to elect a member of the Supervisory Board representing employees shall not prevent the appointment of the Supervisory Board and its effective adoption of resolutions."*

**§ 3**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. ....../2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 19 section 7 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 19 section 7 of the Articles of Association reading as follows:

*"7. The term of office of members of the Supervisory Board is three years."*

shall read as follows:

*"7. The term of office of members of the Supervisory Board is three full financial years."*

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. ....../2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 22 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 22 of the Articles of Association reading as follows:

*"The Supervisory Board, which, as a result of the expiry of the mandates of some members of the Supervisory Board (for reasons other than dismissal), consists of fewer members than determined in accordance with § 19 sec. 8 above, but at least five, is capable of adopting valid resolutions."*

shall read as follows:

*„Rada Nadzorcza, w której skład w wyniku wygaśnięcia mandatów niektórych członków Rady Nadzorczej wchodzi mniej członków niż to ustalono zgodnie z § 19 ust. 8 powyżej, jednakże co najmniej pięciu, jest zdolna do podejmowania ważnych uchwał.”.*

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. ....../2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 25 section 3 pt 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 25 section 3 pt 23 of the Articles of Association reading as follows:

*"23) selection or change of audit firm to audit the Company's financial statements and to provide additional services."*

shall read as follows:

*"23) selection or change of audit firm to audit the Company's financial statements, to attest or audit sustainable development reporting and to provide additional services.*

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. ....../2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 26 section 2 pt 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 26 section 2 pt 2 of the Articles of Association reading as follows:

*"2) monitoring the financial reporting process."*

shall read as follows:

*"2) monitoring the financial reporting and sustainability reporting process."*

**§ 2**

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. ....../2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to amend § 26 section 2 pt 6 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 Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

In § 26 section 2 pt 6 of the Articles of Association reading as follows:

*"6) presenting the audit firm's recommendations to the Ordinary Shareholder Meeting in accordance with the policies adopted in the Company."*

shall read as follows:

*"6) presenting the audit firm's recommendations to the Supervisory Board in accordance with the policies adopted in the Company."*

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

**Resolution No. .... /2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to dismissal of Mr/Mr ..... from the Supervisory Board of PKP CARGO  
S.A. in restructuring.**

Pursuant to Article 385 § 1 of the Commercial Company Code in conjunction with § 12 sec. 2 pt 2 of the Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

**§ 1**

I hereby dismiss Ms./Mr. .... from the Supervisory Board of PKP CARGO S.A. in restructuring.

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

**Resolution No. ....../2024  
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring  
of ..... 2024**

**to appointment to the Supervisory Board of PKP CARGO S.A. in the restructuring of the VIII term of office.**

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 19 section 1 of the Articles of Association of PKP CARGO S.A. in connection with § 20 of the Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring resolves as follows:

**§ 1**

I hereby appoint Ms./Mr. .... as a member of the Supervisory Board of PKP CARGO S.A. in restructuring for the period of the joint 8th term of office of the Supervisory Board of PKP CARGO S.A. in restructuring.

**§ 2**

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

