

**Resolutions adopted by the Extraordinary Shareholder Meeting
of PKP CARGO S.A. in restructuring
on October 7, 2024**

Point 5 of the agenda. The Chairman put to a vote the following draft of Resolution No. 46/2024

**Resolution No. 46/2024
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
to accept the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in
restructuring**

§ 1

The following agenda is hereby adopted for the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring convened for 7 October 2024 (“Extraordinary Shareholder Meeting”):

1. Opening of the Extraordinary General Meeting.
2. Preparing the attendance list.
3. Adoption of a resolution on the election of the Chairman of the Extraordinary Shareholder Meeting
4. Confirmation of the correctness of convening the Extraordinary General Meeting and its ability to adopt resolutions.
5. Adoption of the agenda.
6. Adoption of resolutions on introducing changes to the Articles of Association of PKP CARGO S.A. in restructuring
7. Adoption of resolutions on introducing changes to the composition of the Supervisory Board of PKP CARGO S.A. in restructuring.
8. Adopting a resolution on the selection of an audit firm to certify the Company's sustainable development reporting for 2024 and 2025.
9. Miscellaneous matters.
10. Closing of the session.

§ 2

The resolution comes into force upon its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.602.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

Point 6 of the agenda. The Chairman put to vote the following draft of Resolution No. 47/2024:

**Resolution No. 47/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024**

regarding: changes in § 14 section 1 of the Statute of PKP CARGO S.A. in restructuring

Pursuant to Art. 430 § 1 of the Commercial Companies Code in connection with § 12 section 1 of the Company's Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

§ 1

§ 14 section 1 of the Company's Articles of Association in the current wording:

„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 consists 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

The resolution comes into force upon its adoption.

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.578.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
24.000 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 6 of the agenda: The Chairman put to a vote the following draft of Resolution No. 48/2024 in the wording proposed by the shareholder Nationale-Nederlanden Open Pension Fund (current report No. 87/2024 of October 3, 2024):

**Resolution No. 48/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: change regarding § 14 section 5, section 6 and § 25 section 3 point 4 of the
Company's Articles of Association**

Pursuant to Art. 430 § 1 of the Commercial Companies Code in connection with § 12 section 1 of the Company's Articles of Association, the Extraordinary General Meeting of PKP CARGO S.A. in restructuring 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 members of the Management Board (including the President of the Management Board) are appointed in accordance with the following principles and the provisions of the Act on the principles of management of state property:

- 1) *The Supervisory Board appoints members of the Management Board after conducting a qualification procedure, the purpose of which is to check and assess the candidates' qualifications;*
- 2) *the qualification procedure is conducted on the basis of the regulations for appointing members of the Management Board adopted by the Supervisory Board; changing the Regulations on the Appointment of Members of the Management Board requires the consent of at least one member of the Supervisory Board who meets the independence criterion and is appointed in accordance with the principles set out in § 20 and 21 below;*
- 3) *the nomination committee participates in the procedure for appointing members of the Management Board;*
- 4) *the announcement of the qualification procedure is published on the Company's website;*
- 5) *a candidate for a member of the Management Board may be a person who meets the requirements specified in the applicable mandatory provisions of law.*
- 6) *unless the Supervisory Board decides otherwise, the qualification procedure for the position of a Management Board member is prepared, organized and conducted by a professional personnel consulting company ("Recruitment Advisor") selected by resolution of the Supervisory Board in accordance with the principles set out in the Regulations on the Appointment of Management Board Members;*
- 7) *The Recruitment Advisor participating in the qualification procedure prepares a written opinion containing at least an indication of whether the required criteria are met 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 is ended without a result and the Supervisory Board initiates a new qualification procedure;*
- 8) *a member of the Management Board is appointed only from among the candidates participating in the qualification procedure. The nomination committee presents a recommendation regarding candidates to the Supervisory Board, taking into account the information obtained during the qualification procedure.*
- 9) *the nomination committee adopts the minutes of the qualification procedure; The Company makes the content of the protocol from the qualification procedure publicly available within 7 days from the date of adoption in the form and on the terms specified in the Regulations for the Appointment of Members of the Management Board, including in the form of a current report and by publication on the Company's website;*
- 10) *after each change of the Regulations on the Appointment of Members of the Management Board, the nomination committee prepares a written report containing information on the changes introduced;*
- 11) *The Company covers the costs of the qualification procedure, including the remuneration of the Recruitment Advisor;”*

§ 3

In § 25 section 3 pt 4 of the Articles of Association reading as follows:

"4) appointing and dismissing the President of the Management Board on the principles set out in § 14 sec. 4 and sec. 6 and a member of the Management Board from among candidates presented by employees on the principles set out in § 14 sec. 5 and sec. 6;"

shall read as follows:

"4) appointing and dismissing the President of the Management Board on the principles specified in § 14 sec. 4 and sec. 6;"

§ 4

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

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.467.411 votes were cast in favor of the Resolution,
110.723 votes were cast against the Resolution,
24.000 votes abstained.

The Chairman stated that the resolution in the wording proposed by the shareholder **was adopted** by the required majority of votes.

The Chairman stated that therefore putting to a vote the draft resolution on the same matter in the wording proposed by the Company's Management Board was pointless.

In reference to item 6 of the agenda. The Chairman put the draft of Resolution No. 50/2024 to a vote:

Resolution No. 50/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: changes in § 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 § 19 section 3 of the Articles of Association reading as follows:

“3. The Company's employees have the right to appoint and dismiss three of their representatives to the Supervisory Board. The regulations for the election of employee representatives to the Supervisory Board are adopted by the Supervisory Board. Failure to elect members of the Supervisory Board representing employees does not constitute an obstacle to the appointment of the Supervisory Board and its effective adoption of resolutions.”

shall read as follows:

“3. The Company's employees have the right to appoint and dismiss one representative to the Supervisory Board. The regulations for conducting the election of the employee representative to the Supervisory Board are adopted by the Supervisory Board. Failure to elect a member of the Supervisory Board representing employees does not constitute an obstacle to 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.

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.602.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** by the required majority of votes.

In reference to item 6 of the agenda. The Chairman put the draft of Resolution No. Nr 51/2024 to a vote:

Resolution No. 51/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: changes in § 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.

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.600.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
2.000 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 6 of the agenda. The Chairman put the draft of Resolution No. Nr 52/2024 to a vote:

Resolution No. 52/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: changes in § 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:

"The Supervisory Board, which, as a result of the expiry of the mandates of some members of the Supervisory Board, includes fewer members than determined in accordance with § 19 section 8 above, but at least five, is capable of adopting valid resolutions."

§ 2

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

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.602.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 6 of the agenda. The Chairman put the draft of Resolution No. Nr 53/2024 to a vote:

Resolution No. 53/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: changes in § 25 section 3 point 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.

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.602.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 6 of the agenda. The Chairman put the draft of Resolution No. Nr 54/2024 to a vote:

**Resolution No. 54/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: changes in § 26 section 2 point 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.

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,

Total number of valid votes: 22.602.134,
22.602.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 6 of the agenda. The Chairman put the draft of Resolution No. Nr 55/2024 to a vote:

Resolution No. 55/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: changes in § 26 section 2 point 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.

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.600.134 votes were cast in favor of the Resolution,
0 votes were cast against the Resolution,
2.000 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 7 of the agenda. The Chairman put the draft of Resolution No. Nr 56/2024 to a vote:

Resolution No. 56/2024
Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: dismissal of Ms. Izabela Wojtyczko 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

Dismisses Ms. Izabela Wojtyczko from the Supervisory Board of PKP CARGO S.A. in restructuring.

§ 2

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

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.205.720 votes were cast in favor of the Resolution,
396.414 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution was adopted with the required majority of votes.

In reference to item 7 of the agenda. The Chairman put the draft of Resolution No. Nr 57/2024 to a vote:

**Resolution No. 57/2024
Extraordinary General Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024**

**regarding: appointment to the Supervisory Board of PKP CARGO S.A. in the restructuring of
the 8th term**

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

Appoints Mr. Grzegorz Piotr Lato (PESEL: 71061309814) 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

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.205.720 votes were cast in favor of the Resolution,
396.414 votes were cast against the Resolution,
0 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.

In reference to item 8 of the agenda. The Chairman put the draft of Resolution No. Nr 58/2024 to a vote:

Resolution No. 58/2024

**Extraordinary General Meeting of PKP CARGO S.A. in restructuring
of October 7, 2024
regarding: selection of an audit firm to certify the Company's sustainable development
reporting for 2024 and 2025**

Pursuant to the applicable Article 66 section 4 in conjunction with Article 64 section 1 item 3 of the Accounting Act and Article 37 of Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring resolves as follows:

§ 1

1. Selects the audit company Grant Thornton Polska Prosta Spółka Akcyjna with its registered office in Poznań, ul. abpa Antoniego Baraniaka 88 E, 61-131 Poznań, KRS 0001002477, NIP 7822545999, entered on the list of audit companies kept by the Polish Audit Supervision Agency under number 4055, to attest the Company's sustainable development reporting for 2024 and 2025.
2. Recommendation of the Audit Committee of the Supervisory Board of PKP CARGO S.A. in restructuring of September 18, 2024 is an Annex to this Resolution.

§ 2

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

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.602.134,
Percentage of the share capital: 50,47%,
Total number of valid votes: 22.602.134,
22.205.720 votes were cast in favor of the Resolution,
370.442 votes were cast against the Resolution,
25.972 votes abstained.

The Chairman stated that the resolution **was adopted** with the required majority of votes.