

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

Current Report No. 95/2024 of 17 October 2024

Legal basis (selected in ESPI):

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

Management Board of PKP CARGO S.A. in restructuring ("Company"), with reference to current report No. 90/2024 of October 7, 2024, hereby informs that today changes to the Company's Articles of Association adopted by the Extraordinary General Meeting of PKP CARGO S.A. were entered into the National Court Register. in restructuring, which took place on October 7, 2024.

The amendment was adopted by:

1) Resolution No. 47/2024 of the Extraordinary Shareholder Meeting.

The subject matter of the amendment is the wording of § 14 section 1 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads 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) Resolution No. 48/2024 of the Extraordinary Shareholder Meeting.

- The subject matter of the amendment is the wording of § 14 section 5 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads as follows:

„5. (erased).”.

- The subject matter of the amendment is the wording of § 14 section 6 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads 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;”*

- The subject matter of the amendment is the wording of § 25 section 3 point 4 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads as follows:

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

3) Resolution No. 50/2024 of the Extraordinary Shareholder Meeting.

- The subject matter of the amendment is the wording of § 19 section 1 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads 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.”

- The subject matter of the amendment is the wording of § 19 section 3 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads 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.”

4) Resolution No. 51/2024 of the Extraordinary Shareholder Meeting.

The subject matter of the amendment is the wording of § 19 section 7 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads as follows:

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

5) Resolution No. 52/2024 of the Extraordinary Shareholder Meeting.

The subject matter of the amendment is the wording of § 22 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads 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."

6) Resolution No. 53/2024 of the Extraordinary Shareholder Meeting.

The subject matter of the amendment is the wording of § 25 section 3 point 23 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads 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."

7) Resolution No. 54/2024 of the Extraordinary Shareholder Meeting.

The subject matter of the amendment is the wording of § 26 section 2 point 2 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads as follows:

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

8) Resolution No. 55/2024 of the Extraordinary Shareholder Meeting.

The subject matter of the amendment is the wording of § 26 section 2 point 6 of the Articles of Association of PKP CARGO S.A. in restructuring, which currently reads as follows:

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

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).