

Zofia Dzik  
first name and surname

## REPRESENTATION

I, signed hereunder, give my consent to be a candidate and discharge the function of a Supervisory Board Member in PKP Cargo S.A. with its registered office in Warsaw at ul. Grójecka 17 („Company”) in the election for the Company’s Supervisory Board conducted by the Shareholder Meeting.

I hereby represent that I meet all the criteria required from candidates for the Company’s Supervisory Board Members, including in particular:

1) there is no conflict of interest in my discharging the function of the Company’s Supervisory Board member. I would also like to state that, besides the Company’s enterprise, I do not conduct any activity competitive with the Company and I do not perform any activities in companies conducting competitive activity, as a member of the bodies of a capital company or as a partner in a partnership and I do not take part in the operation of another competitive legal person as a member of its body.

2) in accordance with the conditions set forth in art. 18 of the Commercial Company Code Act of 15 September 2000 (i.e. Journal of Laws of 2013 Item 1030, as amended) for a candidate for a member of a company’s supervisory board, I have full legal capacity and I am not a defendant in a criminal procedure conducted pursuant to chapters XXXIII-XXXVII of the Criminal Code and in art. 585, art. 587, art. 590 and art. 591 of the Commercial Company Code and I have not been convicted with a final court judgment for any offences described in the above regulations;

3) I have not been registered in the Register of Insolvent Debtors kept pursuant to the National Court Register Act of 20 August 1997 (i.e. Journal of Laws of 2015, Item 1142, as amended);

4) I do meet the criteria of an independent supervisory board member set forth by the European Commission in Annex II to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (EU OJ L.05.52.51) and additional requirements set forth in the Best Practice of GPW Listed Companies, which forms attachment to Resolution no. 27/1414/2015 of the Stock Exchange Supervisory Board of 13 October 2015;

5) I do not discharge any functions and I hold no positions referred to in art. 1-2 of the Act of 21 August 1997 restricting business activity of persons holding public offices (Journal of Laws of 2006, No. 216 Item 1584, as amended);

6) I do give my consent to the processing and publication of my personal data within the meaning of the Personal Data Protection Act of 29 August 1997 (Journal of Laws 2015, Item 2135, as amended) and all the data included in my Curriculum Vitae provided to the Company, to the extent required in connection with my candidacy to and membership in the Company’s Supervisory Board.

Warsaw, 10 May 2016

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signature