

Item 3 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**to appoint Chairperson of the Ordinary Shareholder Meeting.**

§ 1

Pursuant to § 10 section 1 of the PKP CARGO S.A. Articles of Association, in connection with Article 409 § 1 of the Commercial Company Code, the PKP CARGO S.A. Ordinary Shareholder Meeting hereby appoints Mr./Ms. .... as Chairperson of the PKP CARGO S.A. Ordinary Shareholder Meeting convened for 13 June 2018.

§ 2

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

Item 5 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**to accept the agenda for the PKP CARGO S.A. Ordinary Shareholder Meeting**

§ 1

The following agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A. convened for 13 June 2018 ("Shareholder Meeting") is hereby adopted:

1. Open the Ordinary Shareholder Meeting.
2. Prepare an attendance record.
3. Adopt a resolution to appoint Chairperson of the Ordinary Shareholder Meeting.
4. Assert that the Ordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
5. Adopt the agenda of the meeting,
6. Review the PKP CARGO S.A. Supervisory Board's report on:
  - a) the results of assessment of the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2017 prepared according to EU IFRS,
  - b) the results of assessment of the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2017 prepared according to EU IFRS,
  - c) assessment of Management Board report on the activity of the PKP CARGO Group for 2017,
  - d) the method of distribution of the net profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2017 proposed by the PKP CARGO S.A. Management Board,
  - e) assessment of PKP CARGO S.A.'s standing, taking into account the assessment of the internal control, risk management and compliance systems and the internal audit function covering all material control mechanisms, including in particular those pertaining to financial reporting on the operating activity,
  - f) assessment of fulfillment of the reporting duties by the company as regards application of corporate governance specified in the Stock Exchange Rules and Regulations pertaining to current and periodic information submitted by securities issuers,
  - g) assessment of rationality of the Company's policy regarding its sponsoring, charitable or other similar activities.
7. Review the Activity Report of the PKP CARGO S.A. Supervisory Board as the Company's corporate body in the financial year 2017.
8. Review of the PKP CARGO S.A. Management Board Report on representation expenditures, and expenditures on legal services, marketing services, public relations and social communication services and management consulting services.
9. Review and approve the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2017 prepared according to EU IFRS.

10. Review and approve the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2017 prepared in accordance with EU IFRS.
11. Review and approve the Management Board Report on the activity of the PKP CARGO Group for 2017.
12. Adopt a resolution on distribution of the net profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2017.
13. Adopt resolutions on granting a discharge to the PKP CARGO S.A. Management Board Members on the performance of their duties in the financial year 2017.
14. Adopt resolutions on granting a discharge to the PKP CARGO S.A. Supervisory Board Members on the performance of their duties in the financial year 2017.
15. Miscellaneous.
16. Adjourn the meeting.

§ 2

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

Item 9 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. ....../2018**  
**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 13 June 2018**

**to approve the Standalone Financial Statements of PKP CARGO S.A. for the**  
**financial year ended 31 December 2017 prepared according to**  
**EU IFRS**

Pursuant to Article 395 § 2 Item 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

The Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2017 prepared according to EU IFRS are hereby approved; the statements include:

- 1) statement of comprehensive income for the period from 1 January 2017 to 31 December 2017 showing a net profit of PLN 93,967 thousand (ninety three million nine hundred sixty seven thousand Polish zloty) and comprehensive income of PLN 88,021 thousand (eighty eight million twenty one thousand Polish zloty),
- 2) statement of financial position prepared as at 31 December 2017, showing the total assets and the total liabilities and equity of PLN 5,737,036 thousand (five billion seven hundred thirty seven million thirty six thousand Polish zloty),
- 3) statement of changes in equity for the period from 1 January 2017 to 31 December 2017 showing an increase in equity by PLN 88,021 thousand (eighty eight million twenty eight thousand Polish zloty),
- 4) cash flow statement for the period from 1 January 2017 to 31 December 2017 showing a decrease in cash by PLN 316,080 thousand (three hundred sixteen million eighty thousand Polish zloty),
- 5) notes including significant accounting principles and other explanatory notes to the Standalone Financial Statements PKP CARGO S.A. for the financial year ended 31 December 2017

§ 2

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

Item 10 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. ....../2018**  
**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 13 June 2018**

**to approve the Consolidated Financial Statements of the PKP CARGO Group**  
**for the financial year ended 31 December 2017 prepared according**  
**to EU IFRS**

Pursuant to Article 395 § 2 Item 1 and § 5 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

The Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2017 are hereby approved; the statements include:

- 1) consolidated statement of comprehensive income for the period from 1 January 2017 to 31 December 2017 showing a net profit of PLN 81,673 thousand (eighty one million six hundred seventy three thousand Polish zloty) and comprehensive income of PLN 74,500 thousand (seventy four million five hundred thousand Polish zloty),
- 2) consolidated statement of financial position prepared as at 31 December 2017, showing the total assets and the total liabilities and equity of PLN 6,641,559 thousand (six billion six hundred forty one million five hundred fifty nine thousand Polish zloty),
- 3) consolidated statement of changes in equity for the period from 1 January 2017 to 31 December 2017 showing an increase in equity by PLN 74,500 thousand (seventy four million five hundred thousand Polish zloty),
- 4) consolidated cash flow statement for the period from 1 January 2017 to 31 December 2017 showing a decrease in cash by PLN 238,706 thousand (two hundred thirty eight seven hundred six thousand Polish zloty),
- 5) notes including significant accounting principles and other explanatory notes to the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2017.

§ 2

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

Item 11 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. .... /2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**to approve the Management Board Report on the Activity of the PKP CARGO  
Group for 2017**

Pursuant to Article 395 § 2 Item 1 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

Approves the Management Board Report on the activity of the PKP CARGO Group for 2017.

§ 2

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

Item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. ....../2018**  
**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 13 June 2018**

**on:**                    **distribution of the net profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year 31 December 2017**

Pursuant to Article 395 § 2 Item 2 of the Commercial Company Code in conjunction with § 12 Section 1 of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

The net profit earned in 2017 in the amount PLN 93,967,095.00 (ninety three million nine hundred sixty seven thousand and ninety five Polish zloty) as presented in the Standalone Financial Statements for the financial year ended 31 December 2017, is hereby distributed as follows:

- 1) the amount of PLN 7,517,367.60 (seven million five hundred seventeen thousand three hundred sixty seven Polish zloty and sixty grosz) is allocated to the supplementary capital pursuant to Article 396 of the Commercial Company Code,
- 2) the amount of PLN 86,449,727.40 (eighty six million four hundred forty nine seven hundred twenty seven Polish zloty and forty grosz) is allocated to cover losses carried forward.

§ 2

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

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to the person delegated to act as the President of the  
PKP CARGO S.A. Management Board on the performance of his  
duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Krzysztof Mamiński, Chairman of the Supervisory Board delegated to act as the President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 26 October 2017 to 31 December 2017.

§ 2

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



DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to the President of the PKP CARGO S.A. Management  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Maciej Libiszewski, President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2017 to 26 October 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Management  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

**§ 1**

A discharge is hereby granted to Mr. Jarosław Klasa, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2017 to 31 July 2017.

**§ 2**

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Management  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Arkadiusz Olewnik, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2017 to 26 October 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Management  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Grzegorz Fingas, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2017 to 31 December 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Management  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Zenon Kozendra, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 01 January 2017 to 31 December 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Management  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Witold Bawor, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 26 October 2017 to 31 December 2017.

§ 2

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

Item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to the Chairman of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Mirosław Pawłowski, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2017 to 06 March 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018**  
**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 13 June 2018**

**on granting a discharge to a Member and Chairman of the PKP CARGO S.A.**  
**Supervisory Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Krzysztof Mamiński, Member of the PKP CARGO S.A. Supervisory Board in the period from 06 March 2017 to 20 March 2017 and Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 20 March 2017 to 26 October 2017.

§ 2

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



DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Vice-Chairman of the PKP CARGO  
S.A. Supervisory Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Andrzej Wach, Vice-Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2017 to 29 May 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member and Vice-Chairman of the PKP CARGO  
S.A. Supervisory Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Mirosław Antonowicz, Member of the PKP CARGO S.A. Supervisory Board in the period from 01 June 2017 to 27 June 2017 and Vice-Chairman of the PKP CARGO S.A. Supervisory Board in the period from 27 June 2017 to 31 December 2017, on the performance of his duties.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jerzy Kleniewski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2017 to 14 March 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Marek Podskalny, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2017 to 24 November 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Krzysztof Czarnota, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2017 to 31 December 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Ms. Zofia Dzik, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 01 January 2017 to 31 December 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Raimondo Eggink, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2017 to 31 December 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Ms. Małgorzata Kryszkiewicz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 01 January 2017 to 31 December 2017.

§ 2

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



DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Tadeusz Stachaczyński, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2017 to 31 December 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Władysław Szczepkowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 14 March 2017 to 31 December 2017.

§ 2

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

DRAFT

**Resolution No. ....../2018  
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 13 June 2018**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory  
Board on the performance of his duties**

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Czesław Warsewicz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2017 to 31 December 2017.

§ 2

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