

**Resolutions adopted by the Extraordinary General Meeting of Shareholders of PKP CARGO S.A. and amendments to the Articles of Associations**

Current report no 39/2015 from 20 July 2015

*Legal basis (selected in ESPI):*

*Art. 56 sec.1 item 2 of the Act on Offering – current and periodic information*

The Management Board of PKP CARGO S.A. („the Company”) presents enclosed herewith the resolutions adopted by the Extraordinary General Meeting of Company’s Shareholders (“EGM”) held on 20 July 2015, together with voting results.

At the same time, the Management Board of the Company informs, that no objections were raised to the report of the meeting and that the EGM didn’t withdraw from discussing of any item in the planned agenda.

The Management Board of the Company also informs that during the EGM the Company’s shareholder - PKP S.A. - in the examination of item 5 of the EGM agenda requested to amend the draft resolution concerning changes in the Company’s Articles of Association, in such a way that the subject of the resolution was only a change of §26 sec. 1 of the Company’s Articles of Association. Adoption of the resolution in its original version was not possible due to information, imparted by the Chairman of the EGM, about the absence of a quorum of 3/4 of shareholders, which in accordance with Art. 415 CCC in connection with § 27 sec. 7 of the Company’s Statute was necessary to put to a vote the other amendments to the Company’s Articles of Association. The shareholder’s proposal was adopted in an open ballot ordered by the Chairman of the EGM pursuant to § 12 sec. 2 of the General Meeting Bylaws.

Below the Management Board of the Company shall publicize the existing wording of the Company’s Articles of Association and the content of the amendments adopted by the Resolution No. 9/2015 of the EGM.

Current wording of § 26 sec. 1 of the Articles of Association:

“ 1. The Supervisory Board appoints an audit committee composed of three of its members, including two members of the Supervisory Board meeting the independence criteria and appointed pursuant to the rules set forth in § 20 and § 21 above. At least one of member of the audit committee must have competence in accounting and/or auditing.”

is replaced by new wording:

“1. The Supervisory Board appoints an Audit Committee, which consists of at least three of its members, including two Supervisory Board members meeting the independence criteria and appointed in the manner specified in § 20 and 21 above. At least one Audit Committee member should be qualified in accounting or financial audit.”

Legal basis:

§ 38 section 1 items 2), 5), 7), 8), 9) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities and conditions for recognizing as equivalent information required by the law of a non-member state (Journal of Laws of 2014, item 133).