

Attachment to Resolution No. 11/2020  
adopted by the Nomination Committee  
of the PKP CARGO S.A. Supervisory Board  
on 25 June 2020

Warsaw, 25 June 2020

## REPORT

### **on the completed recruitment procedure for the position of PKP CARGO S.A. Management Board Member in charge of Commerce**

This Report has been prepared in accordance with the provisions of § 1 and § 15 section 1 of the *Bylaws for Appointing Management Board Members in PKP CARGO S.A.*

In connection with the provisions of § 14 sec. 6 item 3 of the *Articles of Association of PKP CARGO S.A.*, pursuant to Resolution No. 12/VII/2020 of the PKP CARGO S.A. Supervisory Board of 23 March 2020, the Supervisory Board appointed the Nomination Committee of the PKP CARGO S.A. Supervisory Board to prepare, organize and carry out the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce

Pursuant to Resolutions No. 12/VII/2020 of the PKP CARGO S.A. Supervisory Board of 23 March 2020 on initiating the recruitment procedure for the position of the Management Board Member in charge of Commerce and Resolution No. 17/VII/2020 of the Supervisory Board of 25 March 2020, on 31 March 2020 an announcement initiating the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce was published in a national newspaper and on PKP CARGO S.A.'s website.

By conducting the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce, the Nomination Committee took into account the special circumstances related to the announcement in the Republic of Poland of: the state of epidemic threat on 14 March 2020 and the state of epidemic on 20 March 2020 in connection with the infections of the SARS-CoV-2 virus.

In accordance with the announcement published on 31 March 2020, the candidates sent their applications electronically to a specified electronic mail (e-mail) address, i.e. [konkurs.zarzad@pkpcargo.com](mailto:konkurs.zarzad@pkpcargo.com), by 3:00 p.m. on 4 May 2020.

On 4 May 2020, at 4:00 p.m., the following assembled at the PKP CARGO S.A.'s head office at ul. Grójecka 17 in Warsaw:

Members of the PKP CARGO S.A. Supervisory Board Nomination Committee:

1. Ms. Zofia Dzik - Chairwoman of the Committee,
2. Mr. Mirosław Antonowicz - Committee Member,
3. Mr. Władysław Szczepkowski - Committee Member,

and representatives of PKP CARGO S.A.:

4. Ms. Beata Szumilas,
5. Ms. Anna Jodkowska-Nowakowska,
6. Mr. Rafał Majder,
7. Ms. Joanna Ziemak.

At 4:40 p.m., the above representatives of the PKP CARGO S.A. Supervisory Board Nomination Committee obtained access to documents sent to the address [konkurs.zarząd@pkpcargo.com](mailto:konkurs.zarząd@pkpcargo.com) and reported that documents of ten candidates had been sent to the address.

On 21 May 2020, the Nomination Committee adopted a relevant report on the opening process of the applications received.

Then, the members of the Nomination Committee analyzed the applications to verify conformity of the candidates with the formal requirements for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce:

- university education;
- minimum 10 years in service, where the service includes all forms of employment or provision of services, such as: employment contract, service contract, management contract, etc.;
- at least 5 years of experience on senior management positions, including at least 3 years of experience in the TFL sector;
- enjoyment of full public rights;
- holding of full legal capacity;
- not being subject to any legally prescribed restrictions or bans from holding the position of management board member in commercial partnerships and companies, with a special consideration to the provisions of Article 22 Section 2 of the Act on the Rules for Managing State Property;
- representation on good command of a foreign language (English as the preferred language or German or Russian);
- representation on not being currently indicted in pending criminal and fiscal criminal proceedings;
- representation on not having been convicted with a final and non-appealable court judgment for the commission of an intentional offense;

- representation on agreeing to the collection of references by PKP CARGO S.A. subject to notifying the candidate of such action;
- representation on agreeing to the processing of the candidate's personal data for the purposes of the recruitment procedure reading as follows: *"Pursuant to Article 6 Section 1a of the General Data Protection Regulation of 27 April 2016 (OJ EU L 119, 4.5.2016), I agree to the processing of my personal data for the purposes of the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce."*

The Nomination Committee, in the presence of the above PKP CARGO S.A. representatives performed a preliminary analysis of ten (10) applications and identified five (5) applications, of which one (1) conditionally, that satisfied the formal requirements specified in the announcement to initiate the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce.

Since one of the candidates submitted documents in a foreign language confirming his university education, at least 5 years of experience on senior management positions and 3 years of experience in the TFL sector, that candidate was admitted to the next stage of the procedure conditionally, i.e. provided that the documents are supplemented with their sworn translations into Polish. The candidate satisfied this condition by sending the documents to the electronic mail (e-mail) address of [konkurs.zarzad@pkpcargo.com](mailto:konkurs.zarzad@pkpcargo.com) on 10 May 2020.

Following the analysis of the documents received, on 4 May 2020 the Nomination Committee adopted a resolution to admit five candidates, of which one conditionally, to the next stage of the procedure i.e. interviews.

Pursuant to Resolution No. 17/VII/2020 adopted by the Supervisory Board on 25 March 2020 and as a result of the meeting of the Nomination Committee of 4 May 2020, the decision was made that the candidates for the PKP CARGO S.A. Management Board Member in charge of Commerce would be interviewed by Members of the PKP CARGO S.A. Supervisory Board on 7 May 2020 and 11 May 2020, personally, at the registered office of PKP CARGO S.A. at ul. Grójecka 17 in Warsaw or using remote communication devices because of the announced state of epidemic.

All the Members of the PKP CARGO S.A. Supervisory Board were informed of the schedule of interviews and obtained remote access (over the Internet) to the bios of the candidates qualified for the 2nd stage of the recruitment procedure in a separate folder with access limited to Members of the PKP CARGO S.A. Supervisory Board only.

On 4-5 May 2020 and 11 May 2020, the Chairwoman of the Nomination Committee informed electronically the five (5) candidates satisfying the formal requirements and admitted to the next stage of the recruitment procedure about the date and place of the interview with the PKP CARGO S.A. Supervisory Board. The same information was also provided to each candidate by telephone.

On 7 May 2020, the Supervisory Board interviewed two (2) candidates for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce. On 11 May 2020, the Supervisory

Board interviewed three (3) candidates for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce; one (1) of the candidates was interviewed in the form of a videoconference.

The following participated in the interviews:

1. Ms. Zofia Dzik – Committee Chairwoman, Member of the PKP CARGO S.A. Supervisory Board
2. Mr. Mirosław Antonowicz – Committee Member, Deputy Chairman of the PKP CARGO S.A. Supervisory Board
3. Mr. Władysław Szczepkowski – Committee Member, Member of the PKP CARGO S.A. Supervisory Board
4. Ms. Małgorzata Kryszkiewicz – Member of the PKP CARGO S.A. Supervisory Board
5. Mr. Paweł Sosnowski – Member of the PKP CARGO S.A. Supervisory Board
6. Mr. Krzysztof Czarnota – Member of the PKP CARGO S.A. Supervisory Board
7. Mr. Tadeusz Stachaczyński – Member of the PKP CARGO S.A. Supervisory Board

and:

8. Ms. Joanna Ziemak – PKP CARGO S.A.

During the interview, the candidates had the opportunity to present their experience and knowledge of the industry and processes in place in PKP CARGO S.A., answering the questions asked by the Supervisory Board Members.

The qualifications being evaluated pursuant to § 4 of the Supervisory Board Resolution No. 17/VII/2020 of 25 March 2020 on the content of the announcement in connection with the initiated recruitment procedure for the positions of the Management Board Member in charge of Commerce included familiarity with the following areas and issues:

- knowledge of the scope of the Company's activity;
- knowledge of the rules of functioning of commercial companies;
- experience in building relationships with the Company's stakeholders;
- general familiarity with labor law;
- knowledge and experience in the area of HR management, including at least 5 years of experience on senior management positions of which at least 3 years of experience in the TFL sector;
- strategic thinking skills and ability to create a business strategy;
- leadership skills;
- ability to build a culture of cooperation;
- objective-driven attitude;

- negotiation and organizational skills;
- skills in the areas of change and emergency management;
- openness to learning and developing others;
- education profile and additional qualifications;
- command of a foreign language;
- knowledge of competition rules and the competitive environment of PKP CARGO S.A.;
- knowledge and skills in the area of sales and trade;
- knowledge and experience in the area of marketing and sales support;
- knowledge and experience in the area of customer service processes;
- knowledge and experience in the area of negotiation processes and rules of business contract conclusion;
- knowledge and experience in the area of pricing policy;
- knowledge and experience in the area of quality assurance process.

A Report on the course of interviews for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce was prepared and formally adopted by the Nomination Committee on 3 June 2020.

After the interviews, the Nomination Committee gathered references on the selected candidates admitted to the 2nd stage of the procedure.

On 21 May 2020, in the head office of PKP CARGO S.A. the Nomination Committee held a meeting attended by:

1. Ms. Zofia Dzik – Committee Chairwoman, Member of the PKP CARGO S.A. Supervisory Board
2. Mr. Mirosław Antonowicz – Committee Member, Deputy Chairman of the PKP CARGO S.A. Supervisory Board
3. Mr. Władysław Szczepkowski – Committee Member, Member of the PKP CARGO S.A. Supervisory Board
4. Ms. Małgorzata Kryszkiewicz – Member of the PKP CARGO S.A. Supervisory Board, by teleconference
5. Mr. Jerzy Sośnierz – Member of the PKP CARGO S.A. Supervisory Board, by teleconference
6. Mr. Krzysztof Czarnota – Member of the PKP CARGO S.A. Supervisory Board
7. Mr. Tadeusz Stachaczyński – Member of the PKP CARGO S.A. Supervisory Board, by teleconference

and:

8. Ms. Joanna Ziemak – PKP CARGO S.A.

During the meeting, after discussion, the Nomination Committee adopted Resolution No. 6/2020 recommending a decision the Supervisory Board to end the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce without selecting a candidate; the above Resolution was adopted by the Nomination Committee with the majority of two votes "for" and one vote "against"; Ms. Zofia Dzik, Chairwoman of the Nomination Committee, submitted a dissenting opinion to the Resolution.

On 25 May 2020, a meeting of the PKP CARGO S.A. Supervisory Board was held, during which Ms. Zofia Dzik, Chairwoman of the Nomination Committee, discussed the course of the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce. Subsequently, the Supervisory Board, having familiarized itself with the recommendation of the Nomination Committee and the dissenting opinion, adopted resolution No. 46/VII/2020 ending the recruitment procedure for the position of PKP CARGO S.A. Management Board Member in charge of Commerce without selecting a candidate.

On 27 May 2020, the candidates qualified for the second stage of the recruitment procedure received information, by e-mail with confirmation of receipt, on the decision made by the Supervisory Board to end the recruitment procedure without a decision.

The list of candidates in the recruitment procedure forms Attachment 1 to this Report.

Five candidates participating in the recruitment procedure requested to remove their personal data from the published report on the completed recruitment procedure.

It is hereby declared that the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce has been conducted in accordance with the procedure for the appointment of a Management Board Member as set forth in the Articles of Association of PKP CARGO S.A. and the Bylaws for Appointing Management Board Members in PKP CARGO S.A. in effect as at the date of commencement of the recruitment procedured.

Nomination Committee of the PKP CARGO S.A. Supervisory Board:

Ms. Zofia Dzik – Chairwoman of the Nomination Committee

Mr. Mirosław Antonowicz – Member of the Nomination Committee

Mr. Władysław Szczepkowski – Member of the Nomination Committee

*Report on the completed recruitment procedure for the position of PKP CARGO S.A. Management Board Member in charge of Commerce*

List of candidates in the recruitment procedure for the position of PKP CARGO S.A. Management Board Member in charge of Commerce

1. In accordance with the provisions of § 15 Section 2 of the "Bylaws for Appointing Management Board Members in PKP CARGO S.A." in effect as at the date of commencement of the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce, this Candidate has requested the Company to remove his/her personal data from the published report on the completed recruitment procedure.
2. In accordance with the provisions of § 15 Section 2 of the "Bylaws for Appointing Management Board Members in PKP CARGO S.A." in effect as at the date of commencement of the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce, this Candidate has requested the Company to remove his/her personal data from the published report on the completed recruitment procedure.
3. In accordance with the provisions of § 15 Section 2 of the "Bylaws for Appointing Management Board Members in PKP CARGO S.A." in effect as at the date of commencement of the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce, this Candidate has requested the Company to remove his/her personal data from the published report on the completed recruitment procedure.
4. In accordance with the provisions of § 15 Section 2 of the "Bylaws for Appointing Management Board Members in PKP CARGO S.A." in effect as at the date of commencement of the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce, this Candidate has requested the Company to remove his/her personal data from the published report on the completed recruitment procedure.
5. In accordance with the provisions of § 15 Section 2 of the "Bylaws for Appointing Management Board Members in PKP CARGO S.A." in effect as at the date of commencement of the recruitment procedure for the position of the PKP CARGO S.A. Management Board Member in charge of Commerce, this Candidate has requested the Company to remove his/her personal data from the published report on the completed recruitment procedure.
6. Mr. Karol Holley
7. Mr. Rafał Momot
8. Mr. Kazimierz Murawski
9. Mr. Peter Plewa
10. Mr. Maciej Walczyk