

Polskie Koleje Państwowe S.A.

PKP CARGO S.A.
Management Board

Warsaw, 26 October 2020

KOP03.900.89.2020/1

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Acting pursuant to Article 401 § 1 of the Commercial Company Code, Polskie Koleje Państwowe Spółka Akcyjna, as a Shareholder representing 33.01% of the share capital of PKP CARGO S.A., hereby requests that the agenda of the Shareholder Meeting of PKP CARGO S.A. convened for 16 November 2020 be extended by adding the following item:

Adopt a resolution to set the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board members.

The draft resolution on the said matter constitutes an attachment to this request.

Resolution No./2020
of the Extraordinary Shareholder Meeting of PKP CARGO S.A.
of 2020

to set the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board members

Pursuant to Article 392 § 1 of the Commercial Company Code in conjunction with § 5 sec. 3 and 4 of the "Compensation Policy for Members of the PKP CARGO S.A. Management Board and Supervisory Board" adopted by Resolution No. 23/2020 of the Ordinary Shareholder Meeting of PKP CARGO S.A. of 29 June 2020 and the provisions of the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies, the Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

The following rules for remunerating the PKP CARGO S.A. Supervisory Board Members are hereby set:

- 1) The amount of the monthly compensation for a Supervisory Board Member discharging the function of Chairperson of the Supervisory Board shall be equal to the product of the average monthly compensation in the corporate sector without profit-sharing in the fourth quarter of the previous year, as announced by the President of Statistics Poland, and the compensation multiplier of 2.75, with the reservation that, in calculating the monthly compensation of the Chairperson of the Supervisory Board, the generally applicable laws should be taken into consideration to the extent that they govern in a different manner the basis for the calculation referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies.
- 2) The amount of the monthly compensation for a Supervisory Board Member who does not discharge the function of Chairperson of the Supervisory Board shall be equal to the product of the average monthly compensation in the corporate sector without profit-sharing in the fourth quarter of the previous year, as announced by the President of Statistics Poland, and the compensation multiplier of 2.37, with the reservation that, in calculating the monthly compensation of the respective Supervisory Board Member, the generally applicable laws should be taken into consideration to the extent that they govern in a different manner the basis for the calculation referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies."

§ 2

Resolution No. 37/2017 of the Ordinary Shareholder Meeting of PKP CARGO S.A. of 30 May 2017 to set the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board Members, as amended by Resolution No. 23/2020 of the Ordinary Shareholder Meeting of PKP CARGO S.A. of 29 June 2020, is hereby repealed.

§ 3

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