

**FORM**  
**FOR EXERCISING THE VOTING RIGHT BY A PROXY**

This form contains an instruction for exercising the voting right by a proxy holding a power-of-attorney granted by a shareholder and enabling the exercise of the voting right at the Ordinary Shareholder Meeting of PKP CARGO S.A. (“**OSM**”) convened for 29 June 2023 in accordance with the instructions provided by the shareholder.

The shareholder provides the proxy with instructions on how to vote with regard to each of the resolutions to be adopted at the Ordinary Shareholder Meeting by putting an “X” in the appropriate box in sections described as votes “for”, “against” or “abstaining”.

If the shareholder decides to vote in different manners from his/her shares held, he or she shall indicate in the appropriate section the number of shares from which the proxy is instructed to vote “for”, “against” or “abstaining”. If no indication is given about the number of shares, the proxy will be deemed to be authorized to vote as instructed from all the shares held by the shareholder. If the section “Other” is marked, the shareholder should define in that section the instructions on how the proxy is required to exercise the voting right. For the avoidance of doubt as to how the proxy is required to vote in such a case, it is recommended that the manner of proceeding by the proxy should be defined in the section “Other” in the above situation.

The use of this form depends on the shareholder’s decision and is not a condition for casting a vote through a proxy. PKP CARGO S.A. hereby declares that it will not verify whether proxies exercise voting rights in accordance with the instructions received from the shareholders. Therefore, the voting instructions do not have to be provided to PKP CARGO S.A. or the Chairperson of the Ordinary Shareholder Meeting.

**PROXY:** \_\_\_\_\_

*(full name / business name of the Proxy)*

**SHAREHOLDER:** \_\_\_\_\_

*(full name / business name of the Shareholder)*

**INSTRUCTIONS**  
**FOR EXERCISING THE VOTING RIGHT BY A PROXY**

I hereby authorize the Proxy to vote at the Ordinary Shareholder Meeting of PKP CARGO S.A., with its registered office in Warsaw, convened for 29 June 2023 at 11:00 a.m. in the head office of PKP CARGO S.A. in Warsaw, ul. Grójecka 17, in accordance with the instructions provided below.

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*Shareholder's signature*

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

DRAFT

**Resolution No. .... /2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

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

§ 1

Pursuant to § 10 Section 1 of the PKP CARGO S.A. Articles of Association in conjunction 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 29 June 2023.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

DRAFT

**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to adopt the agenda of the meeting**

§ 1

The following agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A. convened for 29 June 2023 (“Ordinary Shareholder Meeting”) is hereby adopted:

1. Open the Ordinary Shareholder Meeting.
2. Prepare the attendance record.
3. Adopt a resolution to appoint the 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 and approve (by way of a resolution) the Activity report of the PKP CARGO S.A. Supervisory Board as the Company’s corporate body and assessment of the Company’s standing, taking into account the assessment of the internal control, risk management and compliance systems and the internal audit function for the year ended 31 December 2022.
7. Review and approve (by way of a resolution) the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared in accordance with EU IFRS.
8. Review and approve (by way of a resolution) the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2022 prepared in accordance with EU IFRS.
9. Review and approve (by way of a resolution) the Management Board Report on the activity of the PKP CARGO Group for 2022.
10. Review and approve (by way of a resolution) the Sustainability Report of the PKP CARGO Group for 2022.
11. Adopt a resolution to distribute the profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared in accordance with EU IFRS.
12. Adopt resolutions to grant a discharge to the PKP CARGO S.A. Management Board Members on the performance of their duties in the financial year 2022.
13. Adopt resolutions to grant a discharge to the PKP CARGO S.A. Supervisory Board Members on the performance of their duties in the financial year 2022.
14. Adopt a resolution to issue an opinion on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2022”.
15. Other business.
16. Adjourn the meeting.

§ 2

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

<input type="checkbox"/> For   Number of shares .....	<input type="checkbox"/> Against  <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining   Number of shares .....	<input type="checkbox"/> At the proxy’s discretion   Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to approve the “Activity report of the PKP CARGO S.A. Supervisory Board as the Company’s corporate body and assessment of the Company’s standing, taking into account the assessment of the internal control, risk management and compliance systems and the internal audit function for the year ended 31 December 2022”.**

Pursuant to Article 382(3)(3) and Article 395(5) of the Commercial Company Code in conjunction with §12(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 “Activity report of the PKP CARGO S.A. Supervisory Board as the Company’s corporate body and assessment of the Company’s standing, taking into account the assessment of the internal control, risk management and compliance systems and the internal audit function for the year ended 31 December 2022” is hereby approved following its examination.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy’s discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 7 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to approve the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared according to EU IFRS.**

Pursuant to Article 393 Item 1 and 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 2022 prepared according to EU IFRS are hereby approved following their examination; the statements include:

- 1) statement of profit or loss and other comprehensive income for the period from 1 January 2022 to 31 December 2022, showing a net profit of PLN 102.7 million (one hundred two million seven hundred thousand Polish zloty) and positive comprehensive income of PLN 110.6 million (one hundred ten million six hundred thousand Polish zloty);
- 2) statement of financial position prepared as at 31 December 2022, showing total assets and total liabilities and equity of PLN 6,748.1 million (six billion seven hundred forty-eight million one hundred thousand Polish zloty);
- 3) statement of changes in equity for the period from 1 January 2022 to 31 December 2022, showing an increase in equity by PLN 110.6 million (one hundred ten million six hundred thousand Polish zloty);
- 4) cash flow statement for the period from 1 January 2022 to 31 December 2022, showing a decrease in cash by PLN 85.8 million (eighty-five million eight hundred thousand Polish zloty);
- 5) notes including significant accounting principles and other explanatory notes to the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022, prepared in accordance with EU IFRS.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 8 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to approve the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2022, prepared according to EU IFRS.**

Pursuant to Article 393(1), Article 395(2)(1) and Article 395(5) of the Commercial Company Code in conjunction with §12(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 2022 prepared according to EU IFRS are hereby approved following their examination; the statements include:

- 1) consolidated statement of profit or loss and other comprehensive income for the period from 1 January 2022 to 31 December 2022, showing a net profit of PLN 148.0 million (one hundred forty-eight million Polish zloty) and positive comprehensive income of PLN 192.3 million (one hundred ninety-two million three hundred thousand Polish zloty);
- 2) consolidated statement of financial position prepared as at 31 December 2022, showing total assets and total liabilities and equity of PLN 7,660.2 million (seven billion six hundred sixty million two hundred thousand Polish zloty);
- 3) consolidated statement of changes in equity for the period from 1 January 2022 to 31 December 2022, showing an increase in equity by PLN 192.3 million (one hundred ninety-two million three hundred thousand Polish zloty);
- 4) consolidated cash flow statement for the period from 1 January 2022 to 31 December 2022, showing a decrease in cash by PLN 74.0 million (seventy-four million 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 2022, prepared in accordance with EU IFRS.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to approve the Management Board Report on the Activity of the PKP CARGO Group for  
2022**

Pursuant to Article 393(1), Article 395(2)(1) and Article 395(5) of the Commercial Company Code in conjunction with §12(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 Management Board Report on the activity of the PKP CARGO Group in 2022 is hereby approved following its examination.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			



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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to approve the Sustainability Report of the PKP CARGO Group for 2022**

Pursuant to, as applicable, Article 393(1), Article 395(2)(1) and Article 395(5) of the Commercial Company Code in conjunction with Article 49b(9) and Article 55(2c) of the Accounting Act and §12(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 Sustainability Report of the PKP CARGO Group for 2022 is hereby approved following its examination.

§ 2

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

<input type="checkbox"/> For   Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting   Number of shares .....	<input type="checkbox"/> Abstaining   Number of shares .....	<input type="checkbox"/> At the proxy's discretion   Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to distribute the profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared in accordance with EU IFRS.**

Pursuant to Article 395(2)(2) in conjunction with Article 396(1) of the Commercial Company Code and §12(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 generated in 2022 in the amount of PLN 102,705,659.46 (one hundred two million seven hundred five thousand six hundred fifty-nine Polish zloty 46/100), as carried in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared in accordance with EU IFRS, will be allocated in full to the Company’s supplementary capital.

§ 2

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

Justification:

When making its decision on the recommended allocation of the net profit for 2022, the PKP CARGO S.A. Management Board took into consideration the availability of cash as well as other factors affecting the financial standing, business performance and capital expenditure needs of PKP CARGO S.A.

Accordingly, bearing in mind the following:

- requirements of the Commercial Company Code,
- liquidity position of the PKP CARGO Group,
- capital expenditure needs of the PKP CARGO Group,
- cost and availability of financing for the PKP CARGO Group,

the Company’s Management Board recommended to allocate in full the net profit of PLN 102,705,659.46 (one hundred two million seven hundred five thousand six hundred fifty-nine Polish zloty 46/100) presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2022 prepared in accordance with EU IFRS, to the Company’s supplementary capital.

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy’s discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Dariusz Seliga, President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 13 April 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 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 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Maciej Jankiewicz, PKP CARGO S.A. Management Board Member, on the performance of his duties in the period from 25 April 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Marek Olkiewicz, PKP CARGO S.A. Management Board Member, on the performance of his duties in the period from 3 February 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jacek Rutkowski, PKP CARGO S.A. Management Board Member, on the performance of his duties in the period from 25 April 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Krzysztof Mamiński, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			



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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Marcin Kowalczyk, Vice-Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Krzysztof Czarnota, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Grzegorz Dostatni, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 28 July 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Antoni Duda, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 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 1 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Dariusz Górski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Henryk Grymel, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 29 June 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Andrzej Leszczyński, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 29 June 2022 to 31 December 2022, including in the period of his service in the capacity of Vice-Chairman of the PKP CARGO S.A. Supervisory Board.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			



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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Tomasz Pietrek, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 29 June 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Marek Ryszka, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 29 June 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Paweł Sosnowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jerzy Sośnierz, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Tadeusz Stachaczyński, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 01 January 2022 to 29 June 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jarosław Stawiarski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 7 July 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 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 1 January 2022 to 31 December 2022, including in the period of his secondment to temporarily perform the duties of President of the PKP CARGO S.A. Management Board from 1 January 2022 to 12 April 2022 and for the period of his service in the capacity of Chairman of the PKP CARGO S.A. Supervisory Board from 12 July 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jarosław Ślepaczuk, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 29 June 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			



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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Michał Wnorowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 29 June 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Ms. Izabela Wojtyczka, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 1 January 2022 to 31 December 2022.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

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**Resolution No. ....../2023  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of ..... 2023**

**to issue an opinion on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2022”**

Pursuant to Article 395(2<sup>1</sup>) of the Commercial Company Code, Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, and §12(1) of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A positive opinion is hereby issued on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2022”, forming an attachment to this Resolution.

§ 2

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

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			