

**BYLAWS FOR PARTICIPATION
IN THE SHAREHOLDER MEETING OF PKP CARGO S.A.
USING MEANS OF ELECTRONIC COMMUNICATION**

§1.

1. These Bylaws have been adopted pursuant to Article 406⁵ § 3 of the Act of 15 September 2000 entitled Commercial Company Code in order to define the detailed rules for participation in the Shareholder Meeting of PKP CARGO Spółka Akcyjna with its registered office in Warsaw (**“Company”**) (**“Shareholder Meeting”**) using means of electronic communication (**“Bylaws”**).
2. The convocation, preparation and conduct of the Company’s Shareholder Meeting, including when taking place with the participation of its attendees using means of electronic communication, shall be effected in the manner and in accordance with the rules laid down in the Commercial Company Code, the Company’s Articles of Association, the corporate governance rules adopted by the Company, the Bylaws of the Company’s Shareholder Meeting and these Bylaws.

§2.

1. The Company shall enable participation in the Shareholder Meeting by means of electronic communication, ensuring in particular:
 - a) real-time broadcast of the Shareholder Meeting;
 - b) real-time two-way communication between all persons participating in the Shareholder Meeting whereby they may speak during the Shareholder Meeting from a location other than the place of the Shareholder Meeting; and
 - c) the option to exercise voting rights by a shareholder or by proxy.
2. The person convening the Shareholder Meeting shall make a decision about the option to participate in the Shareholder Meeting using means of electronic communication.

§3.

In the event of participation in the Shareholder Meeting using means of electronic communication, the system of casting and counting votes used by the Shareholder Meeting should ensure that the number of votes corresponding to the number of shares held is cast, in a manner enabling different voting from each of the shares held and, starting 3 September 2020, also enabling the sending of an electronic message to the shareholder confirming receipt of his/her/its vote. Moreover, in the case of a secret ballot, the system should prevent the possibility of identification of the votes cast by specific shareholders.

§4.

The Company’s e-mail address specified in the announcement of convocation of the Shareholder Meeting shall be only channel of communication with persons intending to participate in the Shareholder Meeting using means of electronic communication.

§5.

1. In order to participate in the Shareholder Meeting using means of electronic communication, the shareholder should notify the Company of his/her/its intention to participate in the Shareholder Meeting in such form.
2. The shareholder should send the Company, to the Company's e-mail address referred to in §4, at least 7 days before the Shareholder Meeting, by 4:00 p.m.:
 - a) a completed and signed declaration about his/her/its intention to participate in the Shareholder Meeting using means of electronic communication ("**Declaration**") along with the required documents; the wording of the Declaration and list of documents shall be attached to the announcement of convocation of the Shareholder Meeting;
 - b) identification data, including the first and last name, e-mail address, telephone number, ID document number and PESEL number (if held by the shareholder). If the shareholder is a legal person or an organizational unit without legal personality, such shareholder shall send a scan of an excerpt from the relevant register or a scan of such other document as is appropriate to confirm the authorization granted to persons acting on its behalf. For shareholders who are legal persons represented by natural persons – the first and last name, e-mail address, telephone number, ID document number and PESEL number of the natural person representing the shareholder.
3. Any documents prepared in a language other than Polish should be accompanied by a Polish translation.
4. A shareholder may carry out all activities related to notifying the Company of his/her/its participation in the Shareholder Meeting using means of electronic communication and collect (1) detailed instructions on how to register to the IT platform enabling participation in the Shareholder Meeting using means of electronic communication and (2) access data to the IT platform necessary to participate in the Shareholder Meeting using means of electronic communication in person at the Company's head office after prior notification of the Company (1 day in advance) by e-mail sent to the Company's e-mail address referred to in §4.
5. The Company, based on the list of shareholders entitled to participate in the Shareholder Meeting obtained from the National Depository for Securities (KDPW) and the list of shareholders who have submitted their shares in non-electronic form or share certificates to the Company's head office, will verify the rights to participate in the Shareholder Meeting of each shareholder who has sent his/her/its Declaration to the Company. In order to perform the correct verification, the Company may contact the shareholder or his/her/its proxy using the contact details specified in the Declaration and request access to information or documents that will enable such verification. Following a favorable verification of the shareholder's rights and a document of proxy, if any, the Company shall send the shareholder or his/her/its proxy, no later than 2 days before the Shareholder Meeting, by 4:00 p.m., from the Company's e-mail address to the e-mail address provided by the shareholder in his/her/its Declaration, detailed instructions on how to register to the IT platform to be able to participate in the Shareholder Meeting using means of electronic communication, along with a login and initial password to be used for the

participant's first registration to this platform or other access data necessary to participate in the Shareholder Meeting using means of electronic communication.

6. The detailed scope of information, data and documents that must be provided to be eligible for participation in the Shareholder Meeting using means of electronic communication as well as instructions on how to use the system and tools that will enable participation in the Shareholder Meeting using means of electronic communication should be published by the Company in the announcement of convocation of such Shareholder Meeting, in accordance with the provisions of the Commercial Company Code, other applicable laws and good practices applied by the Company.
7. In the event of failure to remove or clarify, by way of communication, within the time limit set by the Company, any non-compliance, the Company may refuse to permit any shareholder or proxy affected by such non-compliance, to participate in the Shareholder Meeting by means of electronic communication, having notified such shareholder or proxy of this fact no later than 2 days prior to the date of the Shareholder Meeting, by 4:00 p.m., from the Company's e-mail address to the e-mail address provided in the Declaration.

§6.

Eligible for participation in the Shareholder Meeting using means of electronic communication shall be those participants who fulfill the organizational and technical requirements specified in the instructions for using the system and the tools for participation in the Shareholder Meeting using means of electronic communication specified in the announcement of convocation of such Shareholder Meeting published by the Company.

§7.

1. Participation in the Shareholder Meeting using means of electronic communication and access to the broadcast of the Shareholder Meeting shall be possible starting from the opening until the end of such Shareholder Meeting, subject to the requirement to verify the rights related to participation in the Shareholder Meeting using means of electronic communication, including by way of provision of the necessary information and documents, in particular the Declaration.
2. The sole risk associated with participation in the Shareholder Meeting using means of electronic communication, including, in particular, the risk of lack of connection, lack of communication, delays in transmission and inability to exercise shareholder rights due to technical difficulties and limitations associated with such form participation in the Shareholder Meeting, shall be borne by the shareholder.
3. Outside the scope governed by these Bylaws, the pertinent mandatory provisions of law, in particular the provisions of the Commercial Company Code, the Company's Articles of Association and the Bylaws of the Shareholder Meeting, shall apply.