

Re 4 of the agenda of the Ordinary General Meeting of Shareholders

**RESOLUTION no...../2014
of the Ordinary General Meeting of Shareholders
of PKP CARGO S.A.
of 12 May 2014**

**on adoption of the agenda
of the Ordinary General Meeting of Shareholders**

§ 1

The following agenda of the Ordinary General Meeting of Shareholders of PKP CARGO S.A. ("Company") convened as at 12 May 2014 ("General Meeting of Shareholders") shall be adopted:

1. Opening of the General Meeting of Shareholders.
2. Preparation of the list of presence.
3. Declaration that the General Meeting of Shareholders is properly convened and is capable of passing resolutions.
4. Adoption of the agenda.
5. Review of the report of the Supervisory Board of the Company on:
 - a. the results of the review of the financial statement of PKP CARGO S.A. for 2013 and the report of the Management Board on the activities of the PKP CARGO S.A. in 2013,
 - b. the results of the review of the consolidated financial statement of PKP CARGO Group for 2013 and the report of the Management Board on the activities of the PKP CARGO Group in 2013,
 - c. the review of the motion of the Management Board on the distribution of profit after tax for 2013,
 - d. the review of situation of PKP CARGO S.A., as far as systems of internal control and systems for management of significant risks to the Company are concerned.
6. Review and approval of the financial statements of the Company for 2013 and the report of the Management Board on the activities of the Company in 2013.
7. Review and approval of the consolidated financial statements of the PKP CARGO Group for 2013 and the report of the Management Board on the activities of the PKP CARGO Group in 2013.
8. Adoption of a resolution on distribution of the profit after tax for the financial year of 2013 and determination of the dividend day and the date of dividend payment.
9. Adoption of resolutions on approval of fulfilment of duties by Members of the Management Board of the Company for the financial year of 2013.
10. Adoption of resolutions on approval of fulfilment of duties by Members of the Supervisory Board of the Company for the financial year of 2013.

11. Closure of the meeting.

§ 2

The resolution shall come into effect on the day it is passed.