

**ANNOUNCEMENT REGARDING THE CONVOCAATION OF THE
EXTRAORDINARY GENERAL MEETING OF PKP CARGO S.A.**

The Management Board of PKP CARGO S.A. with its registered office in Warsaw and postal address ul. Grójecka 17, 02-021 Warsaw, entered in the Register of Business Entities kept by the District Court for the Capital City of Warsaw, XII Commercial Division of the National Court register under KRS No. 0000027702 (“the Company”), acting pursuant to Art. 399 §1 in connection with Art. 402¹ i Art. 402² of Companies Commercial Code hereby convenes:

an EXTRAORDINARY GENERAL MEETING

of PKP CARGO S.A.

(the “General Meeting”)

to be held on

22 December 2014 at 10 a.m. at the registered office of the Company

in Warsaw, at Grójecka 17 str.

As at 21 November 2014, the total number of shares in PKP CARGO S.A. amounts to 44,786,917. These shares entitle their holders to a total of 44,786,917 votes at the general meeting.

AGENDA:

- 1) opening of the General Meeting,
- 2) recording attendance,
- 3) confirming the legitimacy of convening the General Meeting and its capacity to pass resolutions,
- 4) adoption of the agenda,
- 5) adoption of a resolution on changes to the Articles of Association of PKP CARGO S.A.,
- 6) any other business,
- 7) closure of the meeting.

Right to participate in the General Meeting

Pursuant to Article 406¹ § 1 of the Commercial Companies Code, only persons who are shareholders of the Company 16 days before the date of the General Meeting, that is, on **6 December 2014** (the date of registration for the General Meeting) have the right to participate in the General Meeting.

In order to participate in the General Meeting, an eligible shareholder whose right to participate in the general meetings of the Company is attached to dematerialised bearer shares in the Company must request the entity which maintains their securities account, not earlier than after the date of the announcement of the convocation of the General Meeting i.e. not

earlier than on **21 November 2014** and not later than on the first business day after the date of the registration for the General Meeting, i.e. by **8 December 2014**, to issue a certificate in its name confirming its right to participate in the General Meeting. Certificates confirming the right to participate in the General Meeting will be the basis for the preparation of a list of eligible shareholders to be provided to the entity maintaining the depository of securities pursuant to the Act on Trading in Financial Instruments.

A list of shareholders entitled to participate in the General Meeting will be available for review at the registered office of the Company in Warsaw, at ul. Grójecka 17, for three business days before the General Meeting is held, i.e. on **17, 18 and 19 December 2014**, between 8:00 a.m. and 4:00 p.m. A shareholder of the Company may request the list of shareholders be emailed to him free of charge and provide an email address to which the list is to be sent. A shareholder may submit the above-mentioned request by sending an email to the email address of the Company akcjonariat@pkp-cargo.eu.

Shareholder's right to be represented at the General Meeting by proxy

A shareholder may participate in the General Meeting and exercise voting rights either in person or by proxy.

A proxy will exercise all the rights enjoyed by a shareholder at the General Meeting of the Company, unless otherwise stated in the power of attorney. A proxy may grant further powers of attorney, unless otherwise stated in the power of attorney. Each proxy may represent more than one shareholder and vote in a different manner from each of the shares held by each shareholder he or she represents. A Shareholder holding shares registered in more than one securities account may appoint several proxies to exercise the rights attached to the shares registered in each of the securities accounts.

A relevant power of attorney to participate in the extraordinary general meeting of PKP CARGO S.A. and to exercise voting rights must be in writing or in an electronic form. From the date of the publication of this announcement the Company will make available on its website www.pkp-cargo.pl a proxy form to download.

The Company should be notified of the granting of an electronic power of attorney by email. The notice on the granting of such power of attorney electronically should be accompanied by a scanned copy of the power of attorney and scanned copies of the following documents:

- (a) if the shareholder is an individual, an original or a copy of an identity card, passport or any other official identification document confirming the identity of the shareholder; or
- (b) if the shareholder is not an individual, an original or a copy of an extract from a relevant register or any other document proving the existence of such shareholder and confirming the authorisation of the individual(s) to represent the shareholder, with an original or a copy of his or her identity card, passport or any other official identification document confirming the identity of the individual(s) authorised to represent the shareholder; or
- (c) if the proxy is an individual, an original or a copy of an identity card, passport or any other official identification document confirming the identity of the proxy;
- (d) if the proxy is not an individual, an original or a copy of an extract from a relevant register or any other document proving the existence of such proxy and confirming the authorisation of the individual(s) to represent the proxy, with an original or a copy of his or her identity card, passport or any other official identification document confirming the identity of the individual(s) authorised to represent the proxy.

In the case of foreign entities in whose countries of registration relevant registers are not kept, in lieu of an original or a copy of a current extract from a register referred to in above, a copy of a document certifying the existence of a given entity or the right of its representative or representatives to represent such entity must be submitted.

In the event of doubts as to the authenticity of the copies of the aforementioned documents, the Company or a representative (or representatives) appointed by the Company to register the shareholders may demand, before the commencement of the General Meeting's session, the presentation of the originals of the said documents or copies certified by a notary or another entity authorised to certify documents as true and correct copies as well as demand that the Company is enabled to make and retain copies of such documents. If such documents are not presented or the Company is prevented from making and retaining copies thereof, such shareholder or proxy may not be allowed to participate in the General Meeting.

Any documents which were originally prepared in a foreign language must be accompanied by a certified translation into Polish.

If a proxy to participate in the General Meeting and exercise the voting right granted by the shareholder is a conditional proxy, the Company or an individual (individuals) appointed by the Company to register the shareholders may request the presentation of evidence that a particular condition has been fulfilled.

All the aforementioned documents must be sent to the following email address: zarzad.wz@pkp-cargo.eu by 11:59 p.m. on the date preceding the date of the General Meeting at the latest (the failure to meet this deadline for notifying the Company about granting the power of attorney in an electronic form does not prevent the proxy from participating in the General Meeting based on a power of attorney granted in writing). Such notification must include an email address to contact the shareholder or the proxy.

The management board has the right to verify received notifications and take appropriate actions regarding the identification of shareholders and attorneys in order to verify the validity of an electronically granted authorisation. Such verification may consist, in particular, of asking questions to the shareholder or proxy by telephone or electronic mail. The above principles apply to changes in or cancellations of granted proxies, respectively. A notification which does not fulfil the requirements mentioned above does not cause any legal effects on the part of the Company.

Each shareholder may freely choose the manner of appointing a proxy. The Company is not liable for any errors in proxy forms or any actions or omissions by individuals using the proxy forms. At the request of the Company or a person (persons) appointed by the Company to register the shareholders, a proxy appearing in the General Meeting is required to present the originals of the documents attached to the notification referred to above.

The aforementioned rules also apply to representatives of legal persons.

Shareholders' right to request the placing of particular items on the agenda of the extraordinary general meeting

A shareholder or shareholders representing at least one twentieth of the share capital of the Company are entitled to request the placing of specific issues on the agenda of the General Meeting. Such a request, including a justification or a draft resolution pertaining to the proposed item of the agenda, should be delivered to the management board of the Company not later than 21 days before the date of the General Meeting, i.e. by **1 December 2014** (close of business). The request may be made by sending an email to the Company's email address:

zarzad.wz@pkp-cargo.eu, or in writing to the following address: Zarząd PKP CARGO S.A., ul. Grójecka 17, 02-021 Warszawa.

Shareholders' right to propose draft resolutions

A shareholder or shareholders representing at least one twentieth of the share capital of the Company may, before the date of the General Meeting, propose draft resolutions concerning the issues included or to be included in the agenda of the General Meeting. Such proposals may be sent electronically to the Company's email address zarzad.wz@pkp-cargo.eu, or in writing to the following address: Zarząd PKP CARGO S.A., ul. Grójecka 17, 02-021 Warszawa.

Each of the shareholders of the Company may during the General Meeting submit drafts of resolutions pertaining to the issues placed on the agenda. Such drafts must be in Polish.

Electronic communications

It is not possible to participate in and take the floor during the General Meeting using means of electronic communication. The Company does not permit voting by correspondence or using means of electronic communication.

Access to documentation

The complete text of the documentation to be presented to the General Meeting, including draft resolutions, will be available for review at the registered office of the Company from the date of the convocation of the General Meeting. Any comments which may be made by the management board of the supervisory board of the Company with respect to the matters included or to be included in the agenda of the General Meeting by the date of the General Meeting will be available on the Company's website immediately after they have been issued.

Website

Information regarding the General Meeting is made available on the Company's website www.pkp-cargo.pl, under the tab entitled General Meetings.