

In reference to item 3 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 30 May 2017**

on electing the Election Committee.

§ 1

Pursuant to § 13 Section 1 of the Bylaws of the PKP CARGO S.A. Shareholder Meeting, the Ordinary Shareholder Meeting hereby appoints the Election Committee of the PKP CARGO S.A. Ordinary Shareholder Meeting convened for 30 May 2017 in the following composition:

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§ 2

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

In reference to item 4 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 30 May 2017**

to appoint Chairperson of the Ordinary Shareholder Meeting.

§ 1

Pursuant to § 10 section 1 of the PKP CARGO S.A. Articles of Association, in connection with Article 409 § 1 of the Commercial Companies 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 30 May 2017.

§ 2

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

In reference to item 6 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 30 May 2017**

**to accept the agenda for the Company's Ordinary Shareholder Meeting
PKP CARGO S.A.**

§ 1

The following agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A. convened for 30 May 2017 ("Shareholder Meeting") is hereby adopted:

1. Open the Ordinary Shareholder Meeting.
2. Prepare an attendance record.
3. Adopt a resolution to elect the Election Committee.
4. Adopt a resolution to appoint Chairperson of the Ordinary Shareholder Meeting.
5. Assert that the Ordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
6. Adopt the agenda of the meeting,
7. Review the PKP CARGO S.A. Supervisory Board's report on:
 - a) the results of evaluation of the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2016 prepared according to EU IFRS,
 - b) the results of evaluation of the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2016 prepared according to EU IFRS,
 - c) evaluation of the Management Board report on the activity of the PKP CARGO Group for 2016, including the Management Board report on the activity of PKP CARGO S.A. for 2016,
 - d) evaluation of the Management Board's motion on covering the incurred loss stemming from the Standalone Financial Statements of PKP CARGO S.A. for 2016,
 - e) evaluation of PKP CARGO S.A.'s standing, taking into account the evaluation of the internal control, risk management and compliance systems and the internal audit function covering all material control mechanisms, including in particular those pertaining to financial reporting on the operating activity,
 - f) evaluation of fulfillment of the reporting duties by the company as regards application of corporate governance specified in the Stock Exchange Rules and Regulations pertaining to current and periodic information submitted by securities issuers,
 - g) evaluation of rationality of the Company's policy regarding its sponsoring, charitable or other similar activities.
8. Review the Activity Report of the PKP CARGO S.A. Supervisory Board as the Company's corporate body in the financial year 2016.
9. Review and approve the Standalone Financial Statements of PKP CARGO S.A. for 2016,.

10. Review and approve the Consolidated Financial Statements of the PKP CARGO Group for 2016.
11. Review and approve the Management Board report on the activity of the PKP CARGO Group for 2016, including the Management Board report on the activity of PKP CARGO S.A. for 2016.
12. Adopt a resolution on covering the net loss stemming from the Standalone Financial Statements of PKP CARGO S.A. for the financial year 2016.
13. Adopt resolutions on granting a discharge to the PKP CARGO S.A. Management Board Members on the performance of their duties in the financial year 2016.
14. Adopt resolutions on granting a discharge to the PKP CARGO S.A. Supervisory Board Members on the performance of their duties in the financial year 2016.
15. Miscellaneous.
16. Adjourn the meeting.

§ 2

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

In reference to item 9 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

to approve the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2016 prepared according to EU IFRS.

Pursuant to Article 395 § 2 Item 1 of the Commercial Companies 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 2016 prepared according to EU IFRS are hereby approved; the statements include:

- 1) statement of comprehensive income for the period from 1 January 2016 to 31 December 2016 showing a net loss of PLN 68,565 thousand (say: sixty eight million five hundred sixty-five thousand Polish zloty) and negative comprehensive income of PLN 53,876 thousand (say: fifty three million eight hundred seventy six thousand Polish zloty),
- 2) statement of financial position prepared as at 31 December 2016, showing the total assets and the total liabilities and equity of PLN 5,553,725 thousand (say: five billion five hundred fifty-three million seven hundred twenty-five thousand Polish zloty),
- 3) statement of changes in equity for the period from 1 January 2016 to 31 December 2016 showing a decrease in equity by PLN 53,876 thousand (say: fifty three million eight hundred seventy-six thousand Polish zloty),

- 4) cash flow statement for the period from 1 January 2016 to 31 December 2016 showing a decrease in cash by PLN 527,893 thousand (say: five hundred twenty-seven million eight hundred ninety three thousand Polish zloty),
- 5) notes including significant accounting principles (policy) and other explanatory notes to the Standalone Financial Statements.

§ 2

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

In reference to item 10 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

to approve the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2016 prepared according to EU IFRS.

Pursuant to Article 395 § 2 Item 1 and § 5 of the Commercial Companies 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 Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2016 prepared according to EU IFRS are hereby approved; the statements include:

- 1) consolidated statement of comprehensive income for the period from 1 January 2016 to 31 December 2016 showing a net loss of PLN 133,772 thousand (say: one hundred thirty-three million seven hundred seventy-two thousand Polish zloty) and negative comprehensive income of PLN 91,076 thousand (say: ninety-one million seventy-six thousand Polish zloty),
- 2) consolidated statement of financial position prepared as at 31 December 2016, showing the total assets and the total liabilities and equity of PLN 6,490,797 thousand (say: six billion four hundred ninety million seven hundred ninety-seven thousand Polish zloty),
- 3) consolidated statement of changes in equity for the period from 1 January 2016 to 31 December 2016 showing a decrease in equity by PLN 91,076 thousand (say: ninety-one million seventy-six thousand Polish zloty),
- 4) consolidated cash flow statement for the period from 1 January 2016 to 31 December 2016 showing an increase in cash by PLN 475,342 thousand (say: four hundred seventy-five million three hundred forty-two thousand Polish zloty),
- 5) notes including significant accounting principles (policy) and other explanatory notes to the Consolidated Financial Statements.

§ 2

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

In reference to item 11 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**to approve the Management Board Report on the Activity of the PKP CARGO Group
for 2016.**

Pursuant to Article 395 § 2 Item 1 of the Commercial Companies 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 Management Board report on the activity of the PKP CARGO Group for 2016, including the Management Board report on the activity of PKP CARGO S.A. for 2016, is hereby approved.

§ 2

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

In reference to item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

to cover the net loss following from the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2016 prepared according to EU IFRS.

Pursuant to Article 395 § 2 Item 2 of the Commercial Companies 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

It is hereby resolved that the net loss incurred in the financial year ended 31 December 2016 in the amount of PLN 68,564,688.42 (sixty-eight million five hundred sixty-four thousand six hundred eighty-eight Polish zloty and forty-two grosz) stemming from the standalone statement of comprehensive income for the period from 1 January 2016 to 31 December 2016 will be covered from undistributed profit from previous years.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

to grant a discharge to the person seconded to perform managerial functions of the President of the PKP CARGO S.A. Management Board on the performance of his duties

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Maciej Libiszewski, a Supervisory Board Member seconded to perform managerial functions of the President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 January 2016 to 19 January 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to the President of the PKP CARGO S.A. Management Board
on the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Maciej Libiszewski, President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 19 January 2016 to 31 December 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Wojciech Derda, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 January 2016 to 24 February 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jacek Neska, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 January 2016 to 24 February 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Łukasz Hadyś, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 January 2016 to 24 February 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Dariusz Browarek, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 January 2016 to 11 May 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

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**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jarosław Klasa, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 April 2016 to 31 December 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Grzegorz Fingas, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 April 2016 to 31 December 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Arkadiusz Olewnik, Member of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 April 2016 to 31 December 2016.

§ 2

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

In reference to item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Management Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 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 14 July 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

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

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Mirosław Pawłowski, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

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

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Andrzej Wach, Member of the PKP CARGO S.A. Supervisory Board in the period from 1 January 2016 to 27 April 2016 and from 11 May 2016 to 20 May 2016, and Chairman of the PKP CARGO S.A. Supervisory Board in the period from 27 April 2016 to 11 May 2016 and from 20 May 2016 to 31 December 2016, on the performance of his duties.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Krzysztof Czarnota, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 20 May 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Marek Podskalny, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 20 May 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Kazimierz Jamrozik, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2016 to 11 May 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Stanisław Knaflewski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2016 to 11 May 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Raimondo Eggink, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jerzy Kleniewski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Czesław Warszewicz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of her duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Ms. Małgorzata Kryszkiewicz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 1 January 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of her duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 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 11 May 2016 to 31 December 2016.

§ 2

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

In reference to item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

DRAFT

**Resolution No./2017
adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.
on 30 May 2017**

**on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board on
the performance of his duties**

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Tadeusz Stachaczyński, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 20 May 2016 to 31 December 2016.

§ 2

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