

FORM

ALLOWING THE EXERCISE OF VOTING RIGHTS BY A PROXY

This form contains an instruction for exercising voting rights by a proxy presenting a power of attorney issued by a shareholder authorising such proxy to exercise voting rights at the extraordinary general meeting of PKP CARGO S.A. (the “**General Meeting**”) convened for 11 May 2016, in accordance with instructions given by such shareholder.

A shareholder issues an instruction to the attorney as to the manner of voting in respect of each resolution being adopted by the Extraordinary General Meeting by placing an “X” in the appropriate field marked as voting either “for” or “against”, or as “abstaining” from voting.

If a shareholder decides to cast different votes from portions of shares held, the shareholder shall specify in the appropriate field the number of shares from which the proxy shall place a vote “for”, “against” or “abstain” from voting. Where the number of shares is not specified, the proxy shall be deemed authorised to vote in the manner indicated with all shares held by such shareholder. If the field “Other” is marked, the shareholder shall specify there the manner in which the proxy shall cast votes. For the avoidance of doubt as to the manner in which the proxy is to vote in such case, it is recommended that the way in which the proxy is to proceed be specified in the “Other” field.

Use of this form shall be at the discretion of the shareholder and does not constitute a condition precedent for the proxy to vote. Please be advised that PKP CARGO S.A. will not verify whether proxies are exercising voting rights in accordance with instructions received by them from the shareholder. Thus, the voting instruction need not be submitted to PKP CARGO S.A. or to the chairman of the Extraordinary General Meeting.

PROXY: _____
(first and last name/firm/corporate name of the proxy)

SHAREHOLDER: _____
(first and last name/firm/corporate name of the Shareholder)

INSTRUCTION

ON THE EXERCISE OF VOTING RIGHTS BY A PROXY

I hereby authorise the Proxy to vote at the Extraordinary General Meeting of PKP CARGO S.A. with its registered office in Warsaw, convened at 11:00 a.m. on 11 May 2016 in Warsaw at str. Grójecka 17.

Shareholder’s signature

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

on accepting the agenda for the Ordinary Shareholder Meeting

§ 1

The following agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A. convened for 11 May 2016 (“Shareholder Meeting”) is hereby adopted:

1. Open the Ordinary Shareholder Meeting.
2. Draw up the attendance record.
3. Assert that the Ordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
4. Accept the agenda of the meeting.
5. Elect the Election Committee.
6. 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 2015 and the PKP CARGO S.A. Management Board's Activity Report for 2015,
 - b) the results of evaluation of the Consolidated Financial Statements of the PKP CARGO Group for the financial year 2015 and the Management Board's Report on the Activity of the PKP CARGO Group for 2015,
 - c) the results of evaluation of the Management Board's motion on covering the incurred loss stemming from the Standalone Financial Statements of PKP CARGO S.A. for the financial year 2015,
 - d) assessment of PKP CARGO S.A.'s standing, including an evaluation of the internal audit system and the significant risk management system.
7. Review the Activity Report of the PKP CARGO S.A. Supervisory Board as the Company's corporate body in the financial year 2015.
8. Review and approve the Standalone Financial Statements of PKP CARGO S.A. for the financial year 2015 and the PKP CARGO S.A. Management Board's Activity Report for 2015.
9. Review and approve the Consolidated Financial Statements of the PKP CARGO Group for the financial year 2015 and the Management Board's Report on the Activity of the PKP CARGO Group in 2015.
10. Adopt a resolution on covering the loss stemming from the Standalone Financial Statements of PKP CARGO S.A. for the financial year 2015.
11. 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 2015.

12. 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 2015.
13. Appoint two members fulfilling the independence criteria to the PKP CARGO S.A. Supervisory Board of the next term of office.
14. Adjourn the meeting.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

In reference to item 5 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No./2016
 adopted by the Ordinary Shareholder Meeting of
 PKP CARGO S.A.
 on 11 May 2016**

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 2016, in the following composition:

- 1)
- 2)
- 3)

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
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Other

In reference to item 8 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

**on reviewing and approving the Standalone Financial Statements of PKP CARGO S.A.
for 2015 prepared in compliance with IFRS and the PKP CARGO S.A. Management
Board's Activity Report for 2015**

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

Approved hereby are the Standalone Financial Statements of PKP CARGO S.A. for the period from 1 January 2015 to 31 December 2015 prepared in compliance with IFRS, consisting of the following:

- 1) Statement of Comprehensive Income for the period from 1 January 2015 to 31 December 2015 showing a net loss of PLN 114,125 thousand (one hundred fourteen million one hundred twenty-five thousand Polish zloty),
- 2) Statement of Financial Position prepared as at 31 December 2015, showing the total assets and the total liabilities and equity of PLN 5,061,316 thousand (five billion sixty-one million three hundred sixteen thousand Polish zloty),
- 3) Statement of Changes in Equity for the period from 1 January 2015 to 31 December 2015 showing a decrease in equity by PLN 184,003 thousand (one hundred eighty-four million three thousand Polish zloty),
- 4) Cash Flow Statement for the period from 1 January 2015 to 31 December 2015 showing a decrease in cash by PLN 297,323 (two hundred ninety-seven million three hundred twenty-three thousand Polish zloty).
- 5) Notes to the Standalone Financial Statements.

§ 2

Approved hereby is the PKP CARGO S.A. Management Board's Activity Report for 2015.

§ 3

This Resolution comes into force on the date of its adoption.

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

on reviewing and approving the Consolidated Financial Statements of the PKP CARGO Group for 2015 prepared in compliance with IFRS and the Management Board's Report on the Activity of the PKP CARGO Group in 2015

Pursuant to Article 395 § 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

Approved hereby are the Consolidated Financial Statements of the PKP CARGO Group for the period from 1 January 2015 to 31 December 2015 prepared in compliance with IFRS, consisting of the following:

- 1) Consolidated Statement of Comprehensive Income for the period from 1 January 2015 to 31 December 2015 showing a net profit of PLN 31,411 thousand (thirty-one million four hundred eleven thousand Polish zloty),
- 2) Consolidated Statement of Financial Position prepared as at 31 December 2015, showing the total assets and the total liabilities and equity of PLN 6,112,662 thousand (six billion one hundred twelve million six hundred sixty-two thousand Polish zloty),
- 3) Consolidated Statement of Changes in Equity for the period from 1 January 2015 to 31 December 2015 showing a decrease in equity by PLN 41,427 thousand (forty-one million four hundred twenty-seven Polish zloty),

- 4) Consolidated Cash Flow Statement for the period from 1 January 2015 to 31 December 2015 showing a decrease in cash by PLN 157,144 (one hundred fifty-seven million one hundred forty-four thousand Polish zloty).
- 5) Notes to the Consolidated Financial Statements.

§ 2

Approved hereby is the Management Board's Report on the Activity of the PKP CARGO Group in 2015.

§ 3

This Resolution comes into force on the date of its adoption.

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

**on approving the loss incurred in 2015 stemming from
the Standalone Financial Statements of PKP CARGO S.A. for the period from 1
January 2015 to 31 December 2015**

Pursuant to Article 395 § 2 Item 2 of the Commercial Companies Code and § 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, having reviewed the Management Board's motion, that the net loss incurred in 2015 in the amount of PLN 114,125,438.44 (one hundred fourteen million one hundred twenty-five thousand four hundred thirty-eight Polish zloty and forty-four grosz) stemming from the standalone statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 will be covered from future earnings and that no dividend will be paid for the financial year from 1 January 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
 adopted by the Ordinary Shareholder Meeting of
 PKP CARGO S.A.
 on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Adam Purwin, President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 January 2015 to 14 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
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<input type="checkbox"/> Other

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> at the discretion of the proxy
No. of shares	<input type="checkbox"/> Filing of objection No. of shares	No. of shares	No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Maciej Libiszewski, Member of the PKP CARGO S.A. Management Board 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 18 December 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jakub Karnowski, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2015 to 17 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Piotr Ciżkowicz, Vice-Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2015 to 17 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
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<input type="checkbox"/> Other

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Mirosław Pawłowski, Member of the PKP CARGO S.A. Supervisory Board in the period from 17 December 2015 to 18 December 2015 and Chairman of the PKP CARGO S.A. Supervisory Board in the period from 18 December 2015 to 31 December 2015, on the performance of his duties.

§ 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> at the discretion of the proxy
No. of shares	<input type="checkbox"/> Filing of objection No. of shares	No. of shares	No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 1 January 2015 to 29 September 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 1 January 2015 to 29 September 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Konrad Anuszkiewicz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2015 to 17 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016

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

Acting pursuant to Article 395 § 2 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 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Paweł Ruka, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2015 to 13 March 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
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Other

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jarosław Pawłowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2015 to 18 February 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board

on the performance of his duties

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jacek Leonkiewicz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2015 to 17 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Sławomir Baniak, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2015 to 17 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Zbigniew Klepacki, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 19 February 2015 to 9 June 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016

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

Acting pursuant to Article 395 § 2 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 13 April 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Jarosław Bator, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 15 September 2015 to 17 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 17 December 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
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<input type="checkbox"/> Other

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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, on the performance of his duties in the period from 17 December 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

on granting a discharge to a Member of the PKP CARGO S.A. Supervisory Board

on the performance of his duties

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Maciej Libiszewski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 17 December 2015 to 18 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

A discharge is hereby granted to Mr. Czesław Warsewicz, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 17 December 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

**Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016**

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

Acting pursuant to Article 395 § 2 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 17 December 2015 to 31 December 2015.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			

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

Resolution No./2016
adopted by the Ordinary Shareholder Meeting of
PKP CARGO S.A.
on 11 May 2016

on appointing a member fulfilling the independence criteria to the PKP CARGO S.A.
Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 19 Section 1 of the PKP CARGO S.A. Articles of Association, the following is hereby resolved:

§ 1

Mr./Ms. is hereby appointed a member of the PKP CARGO S.A. Supervisory Board for the joint term of office of the Supervisory Board following the term of office within the meaning of § 27 Section 5 in conjunction with § 19 Sections 1 and 7 of the PKP CARGO S.A. Articles of Association.

§ 2

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

<input type="checkbox"/> For No. of shares	<input type="checkbox"/> Against <input type="checkbox"/> Filing of objection No. of shares	<input type="checkbox"/> Abstain No. of shares	<input type="checkbox"/> at the discretion of the proxy No. of shares
<input type="checkbox"/> Other			