

**Wording of draft resolutions put to the vote and not adopted by the Ordinary Shareholder  
Meeting of PKP CARGO S.A.  
on 13 June 2018**

**In reference to Item 13 of the agenda**

The Chairman presented draft Resolution No. 7/2018 on granting a discharge to a Management Board Member on the performance of his duties (with the wording presented below), stated that the Company's Supervisory Board had not adopted a resolution in which it would move to the Ordinary Shareholder Meeting for granting a discharge to Mr. Maciej Libiszewski on the performance of his duties, and then put the aforementioned draft resolution to the vote in secret ballot:

**Resolution No. 7/2018**

**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**

**of 13 June 2018**

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

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company 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 01 January 2017 to 26 October 2017.

**§ 2**

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

As a result of the secret ballot, taking into account the limitations following from § 13 of the Company's Articles of Association:

*Number of shares from which valid votes were cast: 29,554,843,  
% held in the share capital: 65.98%,  
Total number of valid votes: 29,554,843,  
14,041,760 votes were cast in favor of the Resolution,  
14,784,194 votes were cast against the Resolution,  
728,889 votes abstained.*

The Chairman stated that the resolution **was not adopted**.

The Chairman presented draft Resolution No. 8/2018 on granting a discharge to a Management Board Member on the performance of his duties (with the wording presented below), stated that the Company's Supervisory Board had not adopted a resolution in which it would move to the Ordinary Shareholder Meeting for granting a discharge to Mr. Jarosław Klasa on the performance of his duties, and then put the aforementioned draft resolution to the vote in secret ballot:

**Resolution No. 8/2018**

**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**

**of 13 June 2018**

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

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company 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 01 January 2017 to 31 July 2017.

**§ 2**

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

As a result of the secret ballot, taking into account the limitations following from § 13 of the Company's Articles of Association:

*Number of shares from which valid votes were cast: 29,554,843,  
% held in the share capital: 65.98%,  
Total number of valid votes: 29,554,843,  
14,041,760 votes were cast in favor of the Resolution,  
14,784,194 votes were cast against the Resolution,  
728,889 votes abstained.*

The Chairman stated that the resolution **was not adopted**.

The Chairman presented draft Resolution No. 9/2018 on granting a discharge to a Management Board Member on the performance of his duties (with the wording presented below), stated that the Company's Supervisory Board had not adopted a resolution in which it would move to the Ordinary Shareholder Meeting for granting a discharge to Mr. Arkadiusz Olewnik on the performance of his duties, and then put the aforementioned draft resolution to the vote in secret ballot:

**Resolution No. 9/2018**

**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**

**of 13 June 2018**

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

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company 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 01 January 2017 to 26 October 2017.

**§ 2**

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

As a result of the secret ballot, taking into account the limitations following from § 13 of the Company's Articles of Association:

*Number of shares from which valid votes were cast: 29,554,843,  
% held in the share capital: 65.98%,  
Total number of valid votes: 29,554,843,  
14,041,760 votes were cast in favor of the Resolution,  
14,784,194 votes were cast against the Resolution,  
728,889 votes abstained.*

The Chairman stated that the resolution **was not adopted**.

**In reference to Item 14 of the agenda**

The Chairman presented draft Resolution No. 13/2018 on granting a discharge to a Supervisory Board Member on the performance of his duties (with the wording presented below), stated that the Company's Supervisory Board had not adopted a resolution in which it would move to the Ordinary Shareholder Meeting for granting a discharge to Mr. Mirosław Pawłowski on the performance of his duties, and then put the aforementioned draft resolution to the vote in secret ballot:

**Resolution No. 13/2018**

**adopted by the Ordinary Shareholder Meeting of PKP CARGO S.A.**

**of 13 June 2018**

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

Pursuant to Article 393 Item 1 in connection with Article 395 § 2 Item 3 of the Commercial Company 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 01 January 2017 to 06 March 2017.

**§ 2**

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

As a result of the secret ballot, taking into account the limitations following from § 13 of the Company's Articles of Association:

*Number of shares from which valid votes were cast: 29,554,843,  
% held in the share capital: 65.98%,  
Total number of valid votes: 29,554,843,  
14,041,760 votes were cast in favor of the Resolution,  
14,784,194 votes were cast against the Resolution,  
728,889 votes abstained.*

The Chairman stated that the resolution **was not adopted**.