

**Resolution No. 6/2024
of the Audit Committee of the PKP CARGO S.A. Supervisory Board
of 21 March 2024**

to issue a recommendation on the motion submitted by the PKP CARGO S.A. Management Board to the PKP CARGO S.A. Shareholder Meeting regarding the approval to execute, with the consortium of audit firms, Grant Thornton Polska P.S.A. and Grant Thornton Frackowiak P.S.A., Annex 2 to Agreement No. 5700030769 for the audit and review of standalone and consolidated financial statements for 2021–2025

Acting pursuant to §12 section 2 item 5 and §26 section 2 item 6 of the Articles of Association of PKP CARGO S.A., as applicable, section I(4) of the “Policy for the selection of an audit firm to audit the standalone financial statements of PKP CARGO S.A. and the consolidated financial statements of the PKP CARGO Group” and in conjunction with Article 66(4) of the Accounting Act and Resolution No. 88/2024 of the PKP CARGO S.A. Management Board of 12 March 2024, the Audit Committee of the PKP CARGO S.A. Supervisory Board hereby resolves as follows:

§ 1

1. A favorable recommendation is hereby issued on the motion submitted by the PKP CARGO S.A. Management Board to the PKP CARGO S.A. Shareholder Meeting regarding the approval to execute, with the consortium of audit firms, Grant Thornton Polska P.S.A. and Grant Thornton Frackowiak P.S.A., Annex 2 to Agreement No. 5700030769 for the audit and review of standalone and consolidated financial statements for 2021–2025, the effect of which will be to put Grant Thornton Polska P.S.A. as the audit firm selected for the conduct of the audit and review of standalone and consolidated financial statements of PKP CARGO S.A. in place of the current consortium of companies: Grant Thornton Polska P.S.A. and Grant Thornton Frackowiak P.S.A.
2. The motion referred to in sec. 1 forms Attachment 3 to the motion submitted by the PKP CARGO S.A. Management Board to the Audit Committee of the PKP CARGO S.A. Supervisory Board.

§ 2

The Audit Committee of the PKP CARGO S.A. Supervisory Board hereby represents that:

- 1) the recommendation referred to in § 1 sec. 1 has been issued without any third-party manipulation;
- 2) the Company has not entered into any agreements containing clauses that would confine the Shareholder Meeting’s selection of an audit firm to certain categories or lists of audit firms.

§ 3

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

The vote was taken by open ballot.

Number of voting Members of the PKP CARGO S.A. Supervisory Board Audit Committee: 3

Number of votes in favor: 3

Number of votes against: 0

Number of votes abstaining: 0

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Michał Wnorowski
Chairman of the Audit Committee
of the PKP CARGO S.A. Supervisory Board