

**FORM**  
**FOR EXERCISING THE VOTING RIGHT BY A PROXY**

This form contains an instruction for exercising the voting right by a proxy holding a power-of-attorney granted by a shareholder and enabling the exercise of the voting right at the Ordinary Shareholder Meeting of PKP CARGO S.A. (“OSM”) convened for 27 June 2024 in accordance with the instructions provided by the shareholder.

The shareholder provides the proxy with instructions on how to vote with regard to each of the resolutions to be adopted at the Ordinary Shareholder Meeting by putting an “X” in the appropriate box in sections described as votes “for”, “against” or “abstaining”.

If the shareholder decides to vote in different manners from his/her shares held, he or she shall indicate in the appropriate section the number of shares from which the proxy is instructed to vote “for”, “against” or “abstaining”. If no indication is given about the number of shares, the proxy will be deemed to be authorized to vote as instructed from all the shares held by the shareholder. If the section “Other” is marked, the shareholder should define in that section the instructions on how the proxy is required to exercise the voting right. For the avoidance of doubt as to how the proxy is required to vote in such a case, it is recommended that the manner of proceeding by the proxy should be defined in the section “Other” in the above situation.

The use of this form depends on the shareholder’s decision and is not a condition for casting a vote through a proxy. PKP CARGO S.A. hereby declares that it will not verify whether proxies exercise voting rights in accordance with the instructions received from the shareholders. Therefore, the voting instructions do not have to be provided to PKP CARGO S.A. or the Chairperson of the Ordinary Shareholder Meeting.

**PROXY:** \_\_\_\_\_  
*(full name / business name of the Proxy)*

**SHAREHOLDER:** \_\_\_\_\_  
*(full name / business name of the Shareholder)*

**INSTRUCTION**  
**FOR EXERCISING THE VOTING RIGHT BY A PROXY**

I hereby authorize the Proxy to vote at the Ordinary Shareholder Meeting of PKP CARGO S.A., with its registered office in Warsaw, convened for 27 June 2024 at 10:00 a.m. in the head office of PKP CARGO S.A. in Warsaw, ul. Grójecka 17, in accordance with the instructions provided below.

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*Shareholder's signature*

Item 3 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to appoint Chairperson of the Ordinary Shareholder Meeting.**

§ 1

Pursuant to § 10 Section 1 of the PKP CARGO S.A. Articles of Association in conjunction with Article 409 § 1 of the Commercial Company 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 27 June 2024.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 409 § 1 of the Commercial Company Code, the Chairperson of the Ordinary Shareholder Meeting is elected from among the persons entitled to participate in the Meeting.

Accordingly, the adoption of this resolution is of a housekeeping nature and is necessary for the proper holding and conduct of the Shareholder Meeting.

At the same time, this draft resolution will be voted on only if the President of the Management Board refrains from exercising the right referred to in §10(1) of the Articles of Association of PKP CARGO S.A.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 5 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to adopt the agenda of the meeting**

§ 1

The following agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A. convened for 27 June 2024 (“Ordinary Shareholder Meeting”) is hereby adopted:

1. Open the Ordinary Shareholder Meeting.
2. Prepare the attendance record.
3. Adopt a resolution to appoint the Chairperson of the Ordinary Shareholder Meeting.
4. Assert that the Ordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
5. Adopt the meeting agenda.
6. Review and approve (by way of a resolution) the Activity report of the PKP CARGO S.A. Supervisory Board for the year ended 31 December 2023.
7. Review and approve (by way of a resolution) the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2023 prepared in accordance with EU IFRS.
8. Review and approve (by way of a resolution) the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2023 prepared in accordance with EU IFRS.
9. Review and approve (by way of a resolution) the Management Board Report on the activity of PKP CARGO S.A. and the PKP CARGO Group for 2023.
10. Review and approve (by way of a resolution) the Sustainability Report of the PKP CARGO Group for 2023.
11. Adopt a resolution to distribute the profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2023 prepared in accordance with EU IFRS.
12. Adopt resolutions to grant a discharge to the PKP CARGO S.A. Management Board Members on the performance of their duties in the financial year 2023.
13. Adopt resolutions to grant a discharge to the PKP CARGO S.A. Supervisory Board Members on the performance of their duties in the financial year 2023.
14. Adopt a resolution to issue an opinion on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2023”.
15. Other business.
16. Adjourn the meeting.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 409(2) of the Commercial Company Code and §10(1) of the Bylaws of the PKP CARGO S.A. Shareholder Meeting, the Chairperson of the Shareholder Meeting conducts the meeting and ensures its efficient conduct in accordance with the adopted agenda. He or she may not, without the consent of the Shareholder Meeting, remove or change the order of any items included in the agenda.

The agenda contained in the draft resolution was proposed by the Management Board. In accordance with Article 404(1) of the Commercial Company Code, no resolution may be adopted on any matters not included in the agenda unless the entire share capital is represented at the Shareholder Meeting and no one present objects to the adoption of the resolution.

Accordingly, the adoption of this resolution is of a housekeeping nature and is necessary for the proper holding the Ordinary Shareholder Meeting.

<input type="checkbox"/> For    Number of shares .....	<input type="checkbox"/> Against  <input type="checkbox"/> Objecting   Number of shares .....	<input type="checkbox"/> Abstaining    Number of shares .....	<input type="checkbox"/> At the proxy's discretion    Number of shares .....
<input type="checkbox"/> Other			

Item 6 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to approve the Activity Report of the PKP CARGO S.A. Supervisory Board for the year ended 31 December 2023**

Pursuant to Article 382(3)(3) and Article 395(5) of the Commercial Company Code in conjunction with §12(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 “Activity report of the PKP CARGO S.A. Supervisory Board for the year ended 31 December 2023” is hereby approved following its examination.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

The requirement to present a report on the activity of the Supervisory Board and to obtain its approval from the Ordinary Shareholder Meeting stems from Article 382(3)(3) of the Commercial Company Code and Principle 2.11 of the set of corporate governance principles entitled “Best Practice for GPW Listed Companies 2021”.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting for approval of the “Activity report of the PKP CARGO S.A. Supervisory Board”.

<input type="checkbox"/> For   Number of shares .....	<input type="checkbox"/> Against  <input type="checkbox"/> Objecting   Number of shares .....	<input type="checkbox"/> Abstaining   Number of shares .....	<input type="checkbox"/> At the proxy's discretion   Number of shares .....
<input type="checkbox"/> Other			

Item 7 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to approve the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2023 prepared according to EU IFRS**

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 1 of the Commercial Company 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 2023 prepared according to EU IFRS are hereby approved following their examination; the statements include:

- 1) statement of profit or loss and other comprehensive income for the period from 1 January 2023 to 31 December 2023, showing a net profit of PLN 45.2 million (forty-five million two hundred thousand Polish zloty) and positive comprehensive income of PLN 14.5 million (fourteen million five hundred thousand Polish zloty);
- 2) statement of financial position prepared as at 31 December 2023, showing total assets and total liabilities and equity of PLN 7,568.9 million (seven billion five hundred sixty-eight million nine hundred thousand Polish zloty);
- 3) statement of changes in equity for the period from 1 January 2023 to 31 December 2023, showing an increase in equity by PLN 14.5 million (fourteen million five hundred thousand Polish zloty);
- 4) cash flow statement for the period from 1 January 2023 to 31 December 2023 showing an increase in cash by PLN 65.0 million (sixty-five million Polish zloty),
- 5) notes including significant accounting principles and other explanatory notes to the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2023, prepared in accordance with EU IFRS.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Articles 393(1)(1) and 395(2)(3) of the Commercial Company Code, the Standalone Financial Statements for the financial year from 1 January 2023 to 31 December 2023 are subject to review and approval by the Ordinary Shareholder Meeting.

By Resolution No. 151/VIII/2024 of 23 April 2024, the Supervisory Board issued a favorable opinion of the said report in terms of its compliance with the ledgers, documents and facts.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting for approval of the Standalone Financial Statements.

<input type="checkbox"/> For   Number of shares .....	<input type="checkbox"/> Against  <input type="checkbox"/> Objecting   Number of shares .....	<input type="checkbox"/> Abstaining   Number of shares .....	<input type="checkbox"/> At the proxy's discretion   Number of shares .....
<input type="checkbox"/> Other			

Item 8 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to approve the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2023, prepared according to EU IFRS**

Pursuant to Articles 393(1), 395(2)(1) and 395(5) of the Commercial Company Code in conjunction with §12(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 2023 prepared according to EU IFRS are hereby approved following their examination; the statements include:

- 1) consolidated statement of profit or loss and other comprehensive income for the period from 1 January 2023 to 31 December 2023 showing a net profit of PLN 82.1 million (eighty-two million one hundred thousand Polish zloty) and negative comprehensive income of PLN 30.4 million (thirty million four hundred thousand Polish zloty);
- 2) consolidated statement of financial position prepared as at 31 December 2023, showing total assets and total liabilities and equity of PLN 8,320.0 million (eight billion three hundred twenty million Polish zloty);
- 3) consolidated statement of changes in equity for the period from 1 January 2023 to 31 December 2023 showing a decrease in equity by PLN 30.4 million (thirty million four hundred thousand Polish zloty),
- 4) consolidated cash flow statement for the period from 1 January 2023 to 31 December 2023 showing an increase in cash by PLN 90.5 million (ninety million five hundred thousand Polish zloty);
- 5) the notes containing significant accounting principles and other explanatory notes to the Consolidated Financial Statements of the PKP CARGO Group for the financial year ended 31 December 2023, prepared in accordance with EU IFRS.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(5) of the Commercial Company Code, the Ordinary Shareholder Meeting may examine and approve the corporate group's financial statements within the meaning of the accounting regulations and certain matters other than those listed in §2 of the said Article.

By Resolution No. 152/VIII/2024 of 23 April 2024, the Supervisory Board issued a favorable opinion of the said financial statements for the financial year from 1 January 2023 to 31 December 2023 in terms of their compliance with the ledgers, documents and facts.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting for approval of the Consolidated Financial Statements.

<input type="checkbox"/> For    Number of shares .....	<input type="checkbox"/> Against  <input type="checkbox"/> Objecting   Number of shares .....	<input type="checkbox"/> Abstaining    Number of shares .....	<input type="checkbox"/> At the proxy's discretion    Number of shares .....
<input type="checkbox"/> Other			

Item 9 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to approve the Management Board Report on the Activity of PKP CARGO S.A. and the PKP CARGO Group for 2023**

Pursuant to Articles 393(1), 395(2)(1) and 395(5) of the Commercial Company Code in conjunction with §12(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 PKP CARGO S.A. and the PKP CARGO Group for 2023 is hereby approved following its examination.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(1) of the Commercial Company Code, the Ordinary Shareholder Meeting should examine and approve the management activity report for the past financial year.

In turn, in accordance with Article 55(2a) of the Accounting Act, a report on the activity of a corporate group may be prepared together with a report on the activity of the parent company as a single report. Taking advantage of this right, the Company has prepared a single report on the activity of the Company and the PKP CARGO Group for 2023.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting for approval of the Management Board Report on the Activity of PKP CARGO S.A. and the PKP CARGO Group.

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 10 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to approve the Sustainability Report of the PKP CARGO Group for 2023**

Pursuant to, as applicable, Article 393(1), Article 395(2)(1) and Article 395(5) of the Commercial Company Code in conjunction with Article 49b(9) and Article 55(2c) of the Accounting Act and §12(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 Sustainability Report of the PKP CARGO Group for 2023 is hereby approved following its examination.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 55(2c) of the Accounting Act, Article 382(3)(1) in conjunction with Articles 393(1), 395(2)(1) and 395(5) of the Commercial Company Code and Articles 70(1)(5) and 71(1)(5) of the Finance Minister's Regulation of 29 March 2018 on the Current and Periodic Information Transmitted by Securities Issuers and the Conditions for Recognizing the Information Required by the Regulations of a Non-Member State as Equivalent, the Ordinary Shareholder Meeting should examine and approve a report on non-financial information separate from the Management Board Report on the Activity of the PKP CARGO Group.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting for approval of the Sustainability Report of the PKP CARGO Group.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 11 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to distribute the profit presented in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2023 prepared in accordance with EU IFRS**

Pursuant to Article 395(2)(2) in conjunction with Article 396(1) of the Commercial Company Code and §12(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 net profit generated in 2023 in the amount of PLN 45,189,668.32 (forty five million one hundred eighty-nine thousand six hundred sixty-eight Polish zloty 32/100), as carried in the Standalone Financial Statements of PKP CARGO S.A. for the financial year ended 31 December 2023 prepared in accordance with EU IFRS, will be allocated in full to the Company's supplementary capital.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 396(1) of the Commercial Company Code, the Company is required to allocate at least 8% of its profit generated in the respective financial year to supplementary capital until the amount of supplementary capital reaches at least one-third of the entity's share capital.

The Management Board, bearing in mind the following:

- requirements of the Commercial Company Code,
- liquidity situation of the PKP CARGO Group,
- capital expenditure needs of the PKP CARGO Group,
- cost and availability of financing for the PKP CARGO Group,

in accordance with Article 395(2)(2) of the Commercial Company Code, in connection with the fact that profit was generated in the financial year 2023, recommended that it be allocated in full to the Company's supplementary capital.

By Resolution No. 154/VIII/2024 of 23 April 2024, the Supervisory Board issued a favorable opinion on the Management Board's motion and recommended to the Ordinary Shareholder Meeting to allocate the profit in full to the Company's supplementary capital.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting for a decision on the distribution of profit.

<input type="checkbox"/> For  Number of shares .....	<input type="checkbox"/> Against <input type="checkbox"/> Objecting  Number of shares .....	<input type="checkbox"/> Abstaining  Number of shares .....	<input type="checkbox"/> At the proxy's discretion  Number of shares .....
<input type="checkbox"/> Other			

Item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Dariusz Seliga, President of the PKP CARGO S.A. Management Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Management Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 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 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Management Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Maciej Jankiewicz, PKP CARGO S.A. Management Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Management Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Marek Olkiewicz, PKP CARGO S.A. Management Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Management Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 12 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jacek Rutkowski, PKP CARGO S.A. Management Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Management Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to grant 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 conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Władysław Szczepkowski, Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Andrzej Leszczyński, Vice-Chairman of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Grzegorz Dostatni, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 1 January 2023 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Henryk Grymel, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Tomasz Pietrek, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Marek Ryszka, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Paweł Sosnowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jarosław Stawiarski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Jarosław Ślepaczuk, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Mr. Michał Wnorowski, Member of the PKP CARGO S.A. Supervisory Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 13 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

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

Pursuant to Article 393 Item 1 in conjunction with Article 395 § 2 Item 3 of the Commercial Company Code, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A discharge is hereby granted to Ms. Izabela Wojtyczka, Member of the PKP CARGO S.A. Supervisory Board, on the performance of her duties in the period from 1 January 2023 to 31 December 2023.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary Shareholder Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting.

The adoption of this resolution is an expression of a favorable opinion on the performance of the Supervisory Board Member's duties in the past financial year.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			

Item 14 of the agenda of the Ordinary Shareholder Meeting of PKP CARGO S.A.

**Resolution No. \_\_\_\_/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of \_\_\_\_\_ 2024**

**to issue an opinion on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2023”**

Pursuant to Article 395(2<sup>1</sup>) of the Commercial Company Code, Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, and §12(1) of the PKP CARGO S.A. Articles of Association, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

§ 1

A positive opinion is hereby issued on the “Report on compensation disbursed to Members of the PKP CARGO S.A. Management Board and Supervisory Board in 2023”, forming an Attachment to this Resolution.

§ 2

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

**JUSTIFICATION FOR THE RESOLUTION:**

In accordance with Article 395(2<sup>1</sup>) of the Commercial Company Code, the Ordinary Shareholder Meeting should adopt the resolution referred to in Article 90g(6) of the Act of 29 July 2005 on Public Offering and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies. Accordingly, it is necessary to submit a draft of this resolution to the Ordinary Shareholder Meeting. The resolution rendering an opinion on the “Report on compensation” is advisory in nature.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objecting	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the proxy's discretion
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Other			