

**Wording of draft resolutions put to a vote that were not adopted by the Ordinary  
Shareholder Meeting of  
PKP CARGO S.A.  
on 27 June 2024**

**In reference to item 12 of the agenda:** The Chairman put to a vote by secret ballot draft Resolution No. 11/2024 on granting a discharge to the President of the PKP CARGO S.A. Management Board on the performance of his duties (with the wording presented below):

**Resolution No. 11/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 27 June 2024**

**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 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 January 1, 2023 to December 31, 2023.

**§ 2**

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

As a result of the secret ballot:

Number of shares from which valid votes were cast: 22.255.153,  
Percentage of the share capital: 49,69%,  
Total number of valid votes: 22.255.153,  
471.386 votes were cast in favor of the Resolution,  
15.502.363 votes were cast against the Resolution,  
6.281.404 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote by secret ballot draft Resolution No. 12/2024 to grant a discharge to a Member of the PKP CARGO S.A. Management Board on the performance of his duties (with the wording presented below):

**Resolution No. 12/2024  
of the Ordinary Shareholder Meeting of PKP CARGO S.A.  
of 27 June 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.

As a result of the secret ballot:

Number of shares from which valid votes were cast: 22.255.153,  
Percentage of the share capital: 49,69%,  
Total number of valid votes: 22.255.153,  
471.386 votes were cast in favor of the Resolution,  
15.487.901 votes were cast against the Resolution,  
6.295.866 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote by secret ballot draft Resolution No. 13/2024 to grant a discharge to a Member of the PKP CARGO S.A. Management Board on the performance of his duties (with the wording presented below):

**Resolution No. 13/2024**  
**of the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 27 June 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, 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.

As a result of the secret ballot:

Number of shares from which valid votes were cast: 22.255.153,  
Percentage of the share capital: 49,69%,  
Total number of valid votes: 22.255.153,  
4.370.386 votes were cast in favor of the Resolution,  
14.947.701 votes were cast against the Resolution,  
2.937.066 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote by secret ballot draft Resolution No. 14/2024 to grant a discharge to a Member of the PKP CARGO S.A. Management Board on the performance of his duties (with the wording presented below):

**Resolution No. 14/2024**  
**of the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 27 June 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, 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.

As a result of the secret ballot:

Number of shares from which valid votes were cast: 22.255.153,  
Percentage of the share capital: 49,69%,  
Total number of valid votes: 22.255.153,  
471.386 votes were cast in favor of the Resolution,  
15.487.901 votes were cast against the Resolution,  
6.295.866 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

The Chairman put to a vote by secret ballot draft Resolution No. 15/2024 to grant a discharge to a Member of the PKP CARGO S.A. Management Board on the performance of his duties (with the wording presented below):

**Resolution No. 15/2024**  
**of the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 27 June 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, 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.

As a result of the secret ballot:

Number of shares from which valid votes were cast: 22.255.153,  
Percentage of the share capital: 49,69%,  
Total number of valid votes: 22.255.153,  
471.386 votes were cast in favor of the Resolution,

15.487.901 votes were cast against the Resolution,  
6.295.866 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.

**In reference to item 15 of the agenda:** The Chairman put to a vote the following draft Resolution No. 28/2024:

**Resolution No. 28/2024**  
**of the Ordinary Shareholder Meeting of PKP CARGO S.A.**  
**of 27 June 2024**  
**to set the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board**  
**Members**

Pursuant to Article 392 § 1 of the Commercial Company Code in conjunction with § 5 sec. 3 and 4 of the “Compensation Policy for Members of the PKP CARGO S.A. Management Board and Supervisory Board” adopted by Resolution No. 23/2020 of the Ordinary Shareholder Meeting of PKP CARGO S.A. of 29 June 2020 (as amended) and the provisions of the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies, the Ordinary Shareholder Meeting of PKP CARGO S.A. hereby resolves as follows:

**§ 1**

As of 1 July 2024, the following remuneration is defined for PKP CARGO S.A. Supervisory Board Members:

- 1) the amount of monthly remuneration of a PKP CARGO S.A. Supervisory Board Member is equal to the product of the base amount referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies (Journal of Laws 2020.1907, consolidated text of 29 October 2020, as amended) (hereinafter, the “base amount”), and the multiplier of 2.75, without prejudice to items 2-9 below;
- 2) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3.025;
- 3) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Vice-Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;
- 4) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Audit Committee Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3;
- 5) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Nomination Committee Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3;
- 6) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member discharging the function of Strategy Committee Chairman of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 3;
- 7) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member who is also a Member of the Audit Committee of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;
- 8) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member who is also a Member of the Nomination Committee of the PKP CARGO S.A. Supervisory

Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;

- 9) the amount of the monthly remuneration of a PKP CARGO S.A. Supervisory Board Member who is also a Member of the Strategy Committee of the PKP CARGO S.A. Supervisory Board shall be equal to the product of the base amount and the remuneration multiplier, which amounts to 2.95;

with the reservation that, in calculating the monthly compensation of the PKP CARGO S.A. Supervisory Board Member referred to in items 1-9, the generally applicable laws should be taken into consideration to the extent that they govern the base amount differently.

## § 2

Resolution No. 6/2020 of the Extraordinary Shareholder Meeting of PKP CARGO S.A. of 16 November 2020 setting the rules and amounts for remunerating the PKP CARGO S.A. Supervisory Board Members is hereby repealed effective as of 30 June 2023.

## § 3

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

As a result of the open ballot:

Number of shares from which valid votes were cast: 22.255.153,  
Percentage of the share capital: 49,69%,  
Total number of valid votes: 22.255.153,  
4.640.574 votes were cast in favor of the Resolution,  
14.784.194 votes were cast against the Resolution,  
2.830.385 votes abstained.

The Chairman stated that the resolution was **not adopted** with the required majority of votes.