

Item 3 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No. /2024
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of 2024**

**to appoint Chairperson of the Extraordinary Shareholder Meeting of PKP
CARGO S.A.**

§ 1

Pursuant to § 10 Section 1 of the PKP CARGO S.A. in restructuring Articles of Association in conjunction with Article 409 § 1 of the Commercial Company Code, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby appoints Mr./Ms. as Chairperson of the Extraordinary Shareholder Meeting of PKP CARGO S.A. convened for 21 November 2024.

§ 2

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

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

**Resolution No./2024
of the Extraordinary Shareholder Meeting of PKP CARGO S.A.
of 2024**

**to accept the agenda for the PKP CARGO S.A. in restructuring
Extraordinary Shareholder Meeting**

§ 1

The following agenda is hereby adopted for the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring convened for 21 November 2024 (“Extraordinary Shareholder Meeting”):

1. Open the Extraordinary Shareholder Meeting.
2. Prepare an attendance record.
3. Adopt a resolution to appoint Chairperson of the Extraordinary Shareholder Meeting.
4. Assert that the Extraordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
5. Adopt the meeting agenda.
6. Adopt a resolution to amend the composition of the Supervisory Board of PKP CARGO S.A. in restructuring.
7. Other business.
8. Adjourn the meeting.

§ 2

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

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No./2024
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of 2024**

**to dismissal of Mr. Tomasz Pietrka from the Supervisory Board of PKP CARGO S.A.
in restructuring.**

Pursuant to Article 385 § 1 of the Commercial Company Code in conjunction with § 12 sec. 2 pt 2 and § 19 sec. 3 pt 13 of the Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

§ 1

I hereby dismiss Mr. Tomasz Pietrka from the Supervisory Board of PKP CARGO S.A. in restructuring.

§ 2

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

Justification:

The proposed content of the resolution results from the need to adapt the composition of the Supervisory Board to the resolution

§ 19 section 3 of the Company's Articles of Association (in the current version as at the date of convening the Extraordinary General Meeting) regarding the reduction of the rights of the Company's employees to have representatives on the Supervisory Board. Currently, the Supervisory Board consists of 3 (three) members who are employee representatives (previous wording of § 19 section 3 of the Company's Articles of Association). In accordance with the current wording of § 19 section 3 of the Company's Articles of Association, employees are entitled to have 1 (one) representative on the Supervisory Board.

Due to the above, it is justified to dismiss all three current members of the Supervisory Board who are employee representatives and the Supervisory Board to order elections for the employee representative in the Supervisory Board, aimed at selecting one new candidate.

In the opinion of the Management Board, adapting the composition of the Supervisory Board, in the context of employee representatives, to the current wording of the Company's Articles of Association is an important reason within the meaning of § 19 section 13 of the Company's Articles of Association.

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No./2024
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of 2024**

**to dismissal of Mr. Jarosława Ślepaczuka from the Supervisory Board of PKP CARGO
S.A. in restructuring.**

Pursuant to Article 385 § 1 of the Commercial Company Code in conjunction with § 12 sec. 2 pt 2 and § 19 sec. 3 pt 13 of the Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

§ 1

I hereby dismiss Mr. Jarosława Ślepaczuka from the Supervisory Board of PKP CARGO S.A. in restructuring.

§ 2

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

Justification:

The proposed content of the resolution results from the need to adapt the composition of the Supervisory Board to the resolution

§ 19 section 3 of the Company's Articles of Association (in the current version as at the date of convening the Extraordinary General Meeting) regarding the reduction of the rights of the Company's employees to have representatives on the Supervisory Board. Currently, the Supervisory Board consists of 3 (three) members who are employee representatives (previous wording of § 19 section 3 of the Company's Articles of Association). In accordance with the current wording of § 19 section 3 of the Company's Articles of Association, employees are entitled to have 1 (one) representative on the Supervisory Board.

Due to the above, it is justified to dismiss all three current members of the Supervisory Board who are employee representatives and the Supervisory Board to order elections for the employee representative in the Supervisory Board, aimed at selecting one new candidate.

In the opinion of the Management Board, adapting the composition of the Supervisory Board, in the context of employee representatives, to the current wording of the Company's Articles of Association is an important reason within the meaning of § 19 section 13 of the Company's Articles of Association.

Item 6 of the agenda of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring

**Resolution No./2024
of the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring
of 2024**

to dismissal of Mr. Henryka Grymla from the Supervisory Board of PKP CARGO S.A. in restructuring.

Pursuant to Article 385 § 1 of the Commercial Company Code in conjunction with § 12 sec. 2 pt 2 and § 19 sec. 3 pt 13 of the Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

§ 1

I hereby dismiss Mr. Henryka Grymla from the Supervisory Board of PKP CARGO S.A. in restructuring.

§ 2

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

Justification:

The proposed content of the resolution results from the need to adapt the composition of the Supervisory Board to the resolution

§ 19 section 3 of the Company's Articles of Association (in the current version as at the date of convening the Extraordinary General Meeting) regarding the reduction of the rights of the Company's employees to have representatives on the Supervisory Board. Currently, the Supervisory Board consists of 3 (three) members who are employee representatives (previous wording of § 19 section 3 of the Company's Articles of Association). In accordance with the current wording of § 19 section 3 of the Company's Articles of Association, employees are entitled to have 1 (one) representative on the Supervisory Board.

Due to the above, it is justified to dismiss all three current members of the Supervisory Board who are employee representatives and the Supervisory Board to order elections for the employee representative in the Supervisory Board, aimed at selecting one new candidate.

In the opinion of the Management Board, adapting the composition of the Supervisory Board, in the context of employee representatives, to the current wording of the Company's Articles of Association is an important reason within the meaning of § 19 section 13 of the Company's Articles of Association.