

## 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 Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring (“**ESM**”) convened for 21 November 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 Extraordinary 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. in restructuring 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. in restructuring or the Chairperson of the Extraordinary Shareholder Meeting.

**PROXY:** \_\_\_\_\_

*(full name / business name of the Proxy)*

**SHAREHOLDER:** \_\_\_\_\_

*(full name / business name of the Shareholder)*

## INSTRUCTIONS FOR EXERCISING THE VOTING RIGHT BY A PROXY

I hereby authorize the Proxy to vote at the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring, with its registered office in Warsaw, convened for 21 November 2024 at 11:00 a.m. in the head office of PKP CARGO S.A. in restructuring 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 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.

<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 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.

<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 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.

<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 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.

<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 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.

<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			