

Warsaw, September 18, 2024

Recommendation to the General Meeting of PKP CARGO S.A. regarding the selection of an audit firm to attest the Company's sustainable development reporting for 2024 and 2025.

Acting on the basis of the "Policy for selecting an audit firm to audit or attest financial statements and non-financial statements of PKP CARGO S.A. in restructuring, as well as the PKP CARGO S.A. Capital Group. in restructuring" and having regard to Art. 37 Directive 2006/43/EC on statutory audits of annual accounts and consolidated financial statements, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC, Art. 16 and 17 of Regulation 537/2014 on detailed requirements for statutory audits of the financial statements of public interest entities, repealing Commission Decision 2005/909/EC, as well as the draft of August 20, 2024 amending the Accounting Act, the Act on Statutory Auditors, audit firms and public supervision and certain other acts as well as the Audit Committee of the Supervisory Board of PKP CARGO S.A. in restructuring presents the following.

1. After conducting the purchasing procedure in accordance with the applicable "Procedure for selecting an audit firm to audit or attest financial statements and non-financial statements of PKP CARGO S.A. in restructuring, as well as the PKP CARGO S.A. Capital Group. in restructuring" adopted by Resolution No. 17/2024 of the Audit Committee of the Supervisory Board of PKP CARGO S.A. in the restructuring of September 9, 2024 (hereinafter referred to as the "Procedure") decides to present to the General Meeting of PKP CARGO S.A. the following entity under restructuring:

Grant Thornton Polska Prosta Spółka Akcyjna with its registered office in Poznań, postal code: 61-131, ul. abpa Antoniego Baraniaka 88 E, entered by the National Council of Statutory Auditors on the list of audit companies under number 4055, NIP: 782 25 45 999 (hereinafter referred to as "Grant Thornton");

as a candidate for an audit company for PKP CARGO S.A. in restructuring to carry out attestation of the Company's sustainable development reporting for 2024 and 2025.

2. Recommends the selection of Grant Thornton Polska Prosta Spółka Akcyjna as the audit company to attest the Company's sustainable development reporting for 2024 and 2025.
3. Declares that the above recommendation is free from the influence of third parties and PKP CARGO S.A. in restructuring did not conclude agreements containing clauses that would limit the possibility of selecting an audit firm by the General Meeting of PKP CARGO S.A. in restructuring to specific categories or lists of audit firms.

Justification

The purchasing procedure was carried out by PKP CARGO S.A. in restructuring in accordance with the "Procedure for selecting an audit firm to audit or attest financial statements and non-financial statements of PKP CARGO S.A. in restructuring, as well as the PKP CARGO S.A. Capital Group. in restructuring", having regard to point 4 of the "Policy for selecting an audit firm to audit or attest financial statements and non-financial statements of PKP CARGO S.A. in restructuring, as well as the PKP CARGO S.A. Capital Group. in restructuring" and also

Resolution No. 17/2024 of the Audit Committee of the Supervisory Board of PKP CARGO S.A. of September 9, 2024

The team carrying out activities related to carrying out the purchasing procedure under the simplified procedure included the following people:

- 1) Magdalena Olejniczak – Director of the Management Board and Investor Relations Office
- 2) Małgorzata Kaczmarczyk – Manager of the Investor Relations and Non-Financial Reporting Department
- 3) Damian Czokajło – Advisor to the Management Board of PKP CARGO S.A. in restructuring

The purchasing procedure, including the "Request for Quotation" (hereinafter referred to as the "Inquiry") developed during the purchasing procedure, was conducted by PKP CARGO S.A. in restructuring in accordance with (i) "Procedure for selecting an audit firm to audit or attest financial statements and non-financial statements of PKP CARGO S.A. in restructuring, as well as the PKP CARGO S.A. Capital Group. in restructuring." (hereinafter: "Procedure"), (ii) "Policy for selecting an audit firm to audit or attest financial statements and non-financial statements of PKP CARGO S.A. in restructuring, as well as the PKP CARGO S.A. Capital Group. in restructuring (hereinafter: Policy)", (iii) Resolution No. 17/2024 of the Audit Committee of the Supervisory Board of PKP CARGO S.A. of 9 September 2024 and having regard to (iv) Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on detailed requirements for statutory audits of the financial statements of public-interest entities, repealing Commission Decision 2005/ 909/EC.

The inquiry included criteria including:

- 1) experience in auditing separate, consolidated financial statements and non-financial statements of public interest entities of a similar size to the Company and the PKP CARGO S.A. Capital Group. and listed on the regulated market of the Warsaw Stock Exchange S.A.;
- 2) experience in auditing companies with a similar business profile to that of PKP CARGO S.A.;
- 3) certificates of entry on the list of audit firms authorized to audit financial and non-financial statements;
- 4) the need to provide details of the total price offered for verification of sustainability reporting, detailing prices for individual stages and payment terms of remuneration for services provided;
- 5) the need to provide details regarding the planned deadlines for carrying out the work, including in particular the deadlines for submitting the attestation report from the statutory auditor's review;
- 6) professional qualifications and experience of persons directly involved in the audit/review of the Company and selected entities controlled by PKP CARGO S.A.;

- 7) the ability to ensure the provision of the required scope of services within a specified time, including the ability to ensure the stability of the team;
- 8) availability of qualified specialists in the field of specific issues in financial and non-financial statements;

On September 10, 2024, the inquiry was addressed to the six largest audit companies in Poland, i.e. PwC, KPMG, EY, Deloitte, BDO and Grant Thornton. Audit firms could submit offers until September 17, 2024. The team checked for completeness and compliance with the formal requirements contained in the "Request for Proposal". As a result of the verification, no bidders were excluded. As a result

the proceedings and price negotiations, the Team recommended the selection of the offer submitted by Grant Thornton.

In accordance with the applicable regulations at PKP CARGO S.A. in restructuring Procedure, Audit Committee of the Supervisory Board of PKP CARGO S.A. When giving his recommendation to Grant Thornton, he took into account, among others: specific needs of PKP CARGO S.A. in restructuring as a public interest entity.

Moreover, the Audit Committee of the Supervisory Board of PKP CARGO S.A. w restructuring declares that the above recommendation is free from the influence of third parties, and PKP CARGO S.A. in restructuring did not conclude any agreements containing clauses that would limit the General Meeting's ability to select an audit firm to specific categories or lists of audit firms.