

Nationale-Nederlanden Otwarty Fundusz Emerytalny with its registered office in Warsaw at ul. Topiel 12, 00-342 Warsaw, entered in the Register of Pension Funds by the District Court for the Capital City of Warsaw in Warsaw, 7th Civil and Family Court under no. RFe 4, taxpayer identification no. NIP 5262355586, represented by Nationale-Nederlanden Powszechnie Towarzystwo Emerytalne S.A. with its registered office in Warsaw at ul. Topiel 12, 00-342 Warsaw, entered in the Register of Commercial Undertakings by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under file number KRS 0000042153, as a stakeholder that holds more than 1/20 of the the total number of shares in PKP CARGO S.A. in restructuring officially introduces a draft resolution for item 6 of the agenda of the Extraordinary Shareholder Meeting convened for 7 October 2024.

Justification:

In the shareholder's opinion, the draft resolution and specifically removing the requirement for approval each time when changes have been made to the Regulations for Appointing Members of the Company's Management Board by an Independent Member of the Supervisory Board and removal of an entry about the participation of the Recruitment Consultant in the process of appointing Members of the Management Board are not beneficial solutions for the Company. It is advisable to maintain both mechanisms for selecting Members of the Management Board which increase the transparency of activities. Thus, Nationale-Nederlanden Otwarty Fundusz Emerytalny introduces a draft resolution to the agenda for the Extraordinary Shareholder Meeting convened for 7 October 2024.

DRAFT RESOLUTION:

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 amend § 14 section 5, section 6 and § 25 section 3 pt 4
of the Company's Articles of Association**

Pursuant to Article 430 § 1 of the Commercial Company Code in conjunction with § 12 sec. 1 of the Articles of Association, the Extraordinary Shareholder Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

§ 1

In § 14 section 5 of the Articles of Association reading as follows:

"5. The Supervisory Board selects one member of the Management Board from among candidates presented by the Company's employees. The candidate should have higher education, at least 5 years of work experience in the PKP capital group and not have a criminal record. Failure to appoint an employee representative to the Management Board shall not prevent the appointment of the Management Board and its effective adoption of resolutions. The Company's employees were granted the right referred to in the first sentence above in connection with Art. 4 sec. 4 of the Act on the commercialization and restructuring of PKP and the provisions of the Employee Guarantee Pact."

is erased, therefore shall read as follows:

„5. (erased).”

§ 2

In § 14 section 6 of the Articles of Association reading as follows:

"6. The appointment of members of the Management Board (including the President of the Management Board and the member of the Management Board referred to in paragraph 5 above) shall be made in accordance with the following principles:

- 1) the appointment of members of the Management Board (including the President of the Management Board and the member of the Management Board referred to in section 5 above) shall take place after conducting a qualification procedure, the principles and procedure of which are specified in this Articles of Association and the regulations adopted by the Supervisory Board (**the "Regulations for the Appointment of Members of the Management Board"**), subject to the provisions of the Act on the principles of managing state property; the*

Regulations for the Appointment of Members of the Management Board specify in particular the qualifications subject to assessment when selecting candidates for individual positions in the Management Board; amending the Regulations for the Appointment of Members of the Management Board requires the consent of at least one member of the Supervisory Board who meets the criterion of independence and is appointed pursuant to the principles specified in § 20 and 21 below;

- 2) the nomination committee participates in the procedure for appointing members of the Management Board;*
- 3) unless the Supervisory Board decides otherwise, the qualification procedure for the position of a member of the Management Board shall be prepared, organised and conducted by a professional personnel consulting company ("**Recruitment Consultant**") selected by a resolution of the Supervisory Board under the principles set out in the Regulations for the Appointment of Members of the Management Board;*
- 4) the Recruitment Advisor participating in the qualification procedure shall prepare a written opinion containing at least an indication of meeting the required criteria and a recommendation regarding individual candidates; if none of the candidates meet the required criteria for the position of a member of the Management Board, the qualification procedure shall be terminated without a decision and the Supervisory Board shall initiate a new qualification procedure;*
- 5) the appointment of a member of the Management Board shall be made exclusively from among the candidates participating in the qualification procedure. The nomination committee shall present to the Supervisory Board a recommendation concerning the candidates, taking into account the information obtained during the qualification procedure.*
- 6) the nomination committee adopts the minutes of the conducted qualification procedure; the Company makes the content of the minutes of the qualification procedure publicly available within 7 days from the date of adoption in the form and on the principles specified in the Regulations for the Appointment of Members of the Management Board, including in the form of a current report and by publishing it on the Company's website;*
- 7) after each change to the Regulations for the Appointment of Management Board Members, the nomination committee prepares a written report containing information on the changes introduced;*
- 8) the Company covers the costs of the qualification procedure, including the remuneration of the Recruitment Advisor;"*

shall read as follows:

"6. The appointment of members of the Management Board (including the President of the Management Board) and the provisions of the Act on the principles of state property management:

- 1) the Supervisory Board appoints members of the Management Board after conducting a qualification procedure aimed at verifying and assessing the qualifications of the candidates;*
- 2) the qualification procedure is conducted on the basis of the regulations for appointing members of the Management Board adopted by the Supervisory Board; amending the Regulations for the Appointment of Members of the Management Board requires the consent of at least one member of the*

Supervisory Board who meets the criterion of independence and is appointed pursuant to the principles specified in § 20 and 21 below;

- 3) *the nomination committee participates in the procedure for appointing members of the Management Board;*
- 4) *the announcement of the qualification procedure is published on the Company's website;*
- 5) *a candidate for a member of the Management Board may be a person who meets the requirements specified in the applicable mandatory provisions of law.”.*
- 6) *unless the Supervisory Board decides otherwise, the qualification procedure for the position of a member of the Management Board shall be prepared, organised and conducted by a professional personnel consulting company ("**Recruitment Consultant**") selected by a resolution of the Supervisory Board under the principles set out in the Regulations for the Appointment of Members of the Management Board;*
- 7) *the Recruitment Advisor participating in the qualification procedure shall prepare a written opinion containing at least an indication of meeting the required criteria and a recommendation regarding individual candidates; if none of the candidates meet the required criteria for the position of a member of the Management Board, the qualification procedure shall be terminated without a decision and the Supervisory Board shall initiate a new qualification procedure;*
- 8) *the appointment of a member of the Management Board shall be made exclusively from among the candidates participating in the qualification procedure. The nomination committee shall present to the Supervisory Board a recommendation concerning the candidates, taking into account the information obtained during the qualification procedure.*
- 9) *the nomination committee adopts the minutes of the conducted qualification procedure; the Company makes the content of the minutes of the qualification procedure publicly available within 7 days from the date of adoption in the form and on the principles specified in the Regulations for the Appointment of Members of the Management Board, including in the form of a current report and by publishing it on the Company's website;*
- 10) *after each change to the Regulations for the Appointment of Management Board Members, the nomination committee prepares a written report containing information on the changes introduced;*
- 11) *the Company covers the costs of the qualification procedure, including the remuneration of the Recruitment Advisor;”*

§ 3

In § 25 section 3 pt 4 of the Articles of Association reading as follows:

"4) appointing and dismissing the President of the Management Board on the principles set out in § 14 sec. 4 and sec. 6 and a member of the Management Board from among candidates presented by employees on the principles set out in § 14 sec. 5 and sec. 6;"

shall read as follows:

"4) appointing and dismissing the President of the Management Board on the principles specified in § 14 sec. 4 and sec. 6;".

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