

**The content of the draft resolution not put to a vote  
by the Ordinary General Meeting of PKP CARGO S.A. under restructuring  
on July 30, 2025.**

**Item 12 on the agenda.** The Chairman explained that the vote on Resolution No. 33/2055 concerning the amendment to § 26(3) and (4) of the Company's Articles of Association requires a qualified majority and a quorum of over 50% at the General Meeting and given that the required quorum is not represented at today's General Meeting, voting on the resolution would be pointless, therefore the Chairman did not order a vote on the following resolution.

**Resolution No. 33/2025  
of the Ordinary General Meeting of PKP CARGO S.A. under restructuring  
of July 30, 2025  
amendments to § 26 sections 3 and 4 of the Company's Articles of Association**

Pursuant to Article 430 § 1 of the Commercial Companies Code in conjunction with § 12(1) of the Company's Articles of Association, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

**§ 1**

§ 26 selections 3 and 4 of the Company's Articles of Association in their current wording:

*„3. The Supervisory Board shall appoint a nomination committee consisting of no fewer than three member of the Supervisory Board, including at least on member of the Supervisory Board, who meets the independence criteria and is appointed in the manner specified in § 20 and 21 above, who shall serve as chairperson.*

*4. The Nomination Committee shall organize and exercise ongoing supervision over the recruitment process for Management Board members and over the process of evaluating and appointing Management Board members.”*

shall read as follows:

*„3. The Supervisory Board shall appoint a Nomination and Remuneration Committee consisting of no fewer that three members of the Supervisory Board, including at least on member of the Supervisory Board who meets the independence criteria and is appointed in the manner specified in § 20 and 21 above, who hall act as chairperson.*

*4. The Nomination and Remuneration Committee shall organize and exercise ongoing supervision over the recruitment process for Management Board members and over the process of evaluating an appointing Management Board members.”*

**§ 2**

The resolution shall enter into force in the date of its adoption.