

NOTICE OF CONVENING
AN EXTRAORDINARY GENERAL MEETING OF
PKP CARGO S.A. under restructuring

The Management Board of PKP CARGO S.A. under restructuring , with its registered office in Warsaw at ul. Grójecka 17, 02-021 Warsaw, entered in the National Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register under KRS number: 0000027702, NIP: 954 238 19-60, with share capital of PLN 2,239,345,850 (paid in full), (hereinafter referred to as: “the Company” or “PKP CARGO S.A.”) acting pursuant to Article 399 § 1, in conjunction with Articles 398, 4021 and 4022 of the Commercial Companies Code, hereby convenes:

EXTRAORDINARY GENERAL MEETING
PKP CARGO S.A. under restructuring
(hereinafter referred to as: “General Meeting”)

which will be held on

December 29, 2025, at 11:00 a.m. at the Company's headquarters
in Warsaw, at ul. Grójecka 17

As at the date of convening the General Meeting, i.e. December 2, 2025, the total number of shares in PKP CARGO S.A. under restructuring is 44,786,917.

These shares carry a total of 44,786,917 votes.

AGENDA:

1. Opening of the Extraordinary General Meeting.
2. Preparation of the attendance list.
3. Confirmation that the Extraordinary General Meeting has been properly convened and is capable of adopting resolutions.
4. Adoption of a resolution on the election of the Chairman of the Extraordinary General Meeting.
5. Adoption of the agenda.
6. Adoption of a resolution on the amendment of the Articles of Association of PKP CARGO S.A. concerning the reduction of the share capital of PKP CARGO S.A. under restructuring in order to cover the Company's losses.
7. Adoption of a resolution on covering the loss disclosed in the Company's Separate Financial Statements for 2024.
8. Miscellaneous matters.
9. Closing of the meeting.

Pursuant to Article 4022 of the Commercial Companies Code, the Company presents the following information regarding participation in the General Meeting.

I. Right to participate in the General Meeting

Pursuant to Article 4061 § 1 of the Commercial Companies Code, only persons who are shareholders of the Company sixteen days prior to the date of the General Meeting (**“date of registration of participation in the General Meeting”**), i.e. as of **December 13, 2025**, have the right to participate in the General Meeting.

Pledges and users who have voting rights are entitled to participate in the General Meeting if the establishment of a limited property right in their favor is registered in the securities account on the date of registration of participation in the General Meeting.

In order to participate in the General Meeting, a shareholder entitled to dematerialized bearer shares, as well as a pledgee or usufructuary (hereinafter collectively referred to as: **“shareholder” or “shareholders”**) should request – no earlier than after the announcement of the convening of the General Meeting, i.e. no earlier than on **December 2, 2025** and no later than on the first business day after the date of registration of participation in the General Meeting, i.e. no later than on **December 15, 2025** – from the entity maintaining the securities account to issue a personal certificate of the right to participate in the General Meeting.

Shareholders are advised to collect the above-mentioned certificate of participation and bring it with them to the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be available at the Company's registered office in Warsaw, ul. Grójecka 17, for three working days prior to the date of the General Meeting, i.e. on **December 19, 22 and 23 December 2025**, between 9:00 a.m. and 4:00 p.m. A shareholder may request that the list of shareholders entitled to participate in the General Meeting be sent to them free of charge by e-mail, providing the address to which the list should be sent. This request may be submitted in electronic form to the following e-mail address: NWZ.29.12.2025@pkpcargo.com. When requesting access to or sending the list of shareholders, the shareholder is required to prove their identity and their status as a shareholder, as described in Chapter III.

Based on the list of shareholders entitled to participate in the General Meeting received from the National Depository for Securities, will verify the rights of shareholders to participate in the General Meeting. In order to carry out proper verification, the Company may contact the shareholder or proxy.

Persons entitled to participate in the General Meeting will be able to receive voting devices/cards on the day of the General Meeting directly in the meeting room from 9:00 a.m. after registering their attendance.

II. Right to participate in the General Meeting through a proxy

A shareholder may participate in the General Meeting and exercise their voting rights in person or through a proxy.

A shareholder's proxy exercises all of the shareholder's rights at the General Meeting, unless otherwise specified in the power of attorney. The proxy may grant a further power of attorney if this is provided for in the power of attorney. The proxy may represent more than one shareholder and vote differently for each share. A shareholder holding shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each account.

A power of attorney to participate in the General Meeting and exercise voting rights must be granted in writing or in electronic form.

The Company must be notified of the granting of a power of attorney in electronic form using electronic means of communication. A power of attorney granted in electronic form does not require a qualified signature. Together with the notification of the granting of a power of attorney in electronic form, the shareholder or proxy shall send the power of attorney or a scan thereof and:

the following documents or scans thereof:

- a) in the case of a shareholder who is not a natural person – the original or a copy of an extract from the relevant register or other document confirming the existence of such a shareholder and the right of its representative or representatives to represent it;
 - b) in the case of a representative who is not a natural person – the original or a copy of an extract from the relevant register or other document confirming the existence of such a representative and the right of its representative or representatives to represent it;
- 1) identification data::
- a) in the case of a shareholder who is a natural person – the shareholder's identification details, including: first name, last name, email address, telephone number;;
 - b) in the case of a representative who is a natural person – the representative's identification details, including first name, last name, email address, telephone number, ID document series and number, or PESEL number (depending on the identification details used in the power of attorney).

In the case of foreign entities whose country of residence does not maintain relevant registers, instead of the original or a copy of the extract from the register referred to above, originals or copies of documents confirming the existence of the entity and the right of its representative or representatives to represent it must be submitted.

In case of doubt as to the authenticity of the copies of the documents referred to above, the Company or the person(s) appointed by the Company to register shareholders may, prior to the commencement of the General Meeting, request that the originals of the documents in question or copies thereof certified by a notary public or other entity authorized to certify conformity with the original be presented, and to allow the Company to make and retain copies thereof. If they are not presented or if it is not possible to make and retain copies thereof, the shareholder or the shareholder's proxy may not be admitted to participate in the General Meeting.

If the power of attorney to participate in the proceedings and exercise voting rights at the General Meeting granted by a shareholder is conditional, the Company or the person(s) appointed by the Company to register shareholders may request proof that the condition has been met.

All of the above documents or information (including, if necessary, an Apostille document) should be sent to the following email address: NWZ.29.12.2025@pkpcargo.com, no later than 12:00 noon on the business day preceding the General Meeting, i.e. **December 23, 2025** (failure to notify the Company of the granting of a power of attorney in electronic form by the deadline does not prevent the proxy from participating in the General Meeting on the basis of a power of attorney granted in writing). The notification of granting a power of attorney in electronic form should contain at least the name or first and last name of the principal, their telephone number and e-mail address, as well as the name or first and last name of the proxy, their telephone number and e-mail address.

Together with the notification of granting power of attorney, the shareholder/proxy shall send to the Company a power of attorney or a scan thereof containing at least the following information: the name or first and last name of the principal, the name or first and last name of

the proxy, the number and series of the ID card/number, passport/PESEL (or other equivalent number for a foreigner) of the proxy who is a natural person, clear authorization of the proxy to represent the principal at the General Meeting and exercise voting rights , together with the date of the General Meeting, the number of shares for which voting rights will be exercised, the proxy's email address, the date of granting the power of attorney, and the shareholder's signature.

The company has the right to verify the notifications sent and to take measures to identify the shareholder and proxy and confirm their proper authorization. Verification may consist, in particular, of a return question asked by telephone or electronically to the shareholder or proxy. The above rules apply accordingly to the amendment or revocation of a power of attorney. Notifications of the appointment and revocation of a proxy that do not meet the above requirements shall have no legal effect on the Company.

The choice of how to appoint a proxy is up to the shareholder. The Company is not liable for errors in completing the proxy document or for the actions of persons using proxies. A proxy attending the General Meeting is required to present, at the request of the Company or the person(s) designated to register shareholders, the originals of the documents attached to the notification referred to above.

The above rules apply accordingly to representatives of legal entities.

At the same time, the Management Board of PKP CARGO S.A. under restructuring informs that if a shareholder grants a power of attorney together with voting instructions, the Company will not verify whether the proxies exercise their voting rights in accordance with the instructions they have received from the shareholders. In connection with the above, the Management Board of PKP CARGO S.A. under restructuring informs that voting instructions should only be provided to the proxy.

If power of attorney is granted to a further attorney, an unbroken chain of powers of attorney must be submitted, together with documents indicating the authorization to act on behalf of previous attorneys.

The rules described above do not release the proxy from the obligation to present, when drawing up the list of persons entitled to participate in the General Meeting, documents serving for his/her identification (ID card/passport) and the power of attorney (chain of powers of attorney) together with a copy thereof.

The above rules apply accordingly to notification of revocation of power of attorney.

If a power of attorney is granted in writing, the attorney-in-fact is required to leave the original power of attorney with the Company.

III. Shareholders' right to request that specific items be included on the agenda of the General Meeting

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital shall have the right to request that specific items be placed on the agenda of the General Meeting. Such a request, containing a justification or draft resolution concerning the proposed item on the agenda, should be submitted to the Company's Management Board no later than 21 days before the scheduled date of the General Meeting, i.e. by the end of **December 8, 2025**. This request may be submitted in electronic form to the following e-mail address: NWZ.29.12.2025@pkpcargo.com or in writing to the following address: Management Board of PKP CARGO S.A. under restructuring , ul. Grójecka 17, 02-021 Warsaw.

The shareholder or shareholders should prove that they hold the required number of shares as of the date of submitting the request by attaching to the request a personal certificate of the right to participate in the General Meeting or another document equivalent to the certificate. Additionally, in the case of:

- 1) shareholders who are legal persons and organizational units without legal personality, to whom the law grants legal capacity – a document confirming the authority to act on behalf of that entity should be attached, including a copy of an extract from the relevant register or another document confirming the authorization of a natural person (natural persons) to represent the shareholder (for example: an unbroken chain of powers of attorney). If the shareholder is not subject to the obligation to be entered in the register, its representatives should attach another document confirming the existence of the principal;
- 2) submission of a request by a proxy – a power of attorney signed by the shareholder (or an unbroken chain of powers of attorney) must be attached to the request, and in the case of a proxy other than a natural person – a copy of an extract from the relevant register confirming the authorization of the signatory to act on behalf of the proxy.

IV. Shareholders' right to submit draft resolutions

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit draft resolutions concerning matters included in the agenda of the General Meeting or matters to be included in the agenda. Such proposals may be submitted in electronic form to the following e-mail address: NWZ.29.12.2025@pkpcargo.com or in writing to the following address: Management Board of PKP CARGO S.A. under restructuring, ul. Grójecka 17, 02-021 Warsaw.

The shareholder or shareholders should prove that they hold the required number of shares as of the date of submitting the request, attaching to the request a personal certificate of the right to participate in the General Meeting or another document equivalent to the certificate. Additionally, in the case of:

- 1) shareholders who are legal persons and organizational units without legal personality, to whom the law grants legal capacity – a power of attorney to act on behalf of that entity should be attached, along with a copy of an extract from the relevant register or other document confirming the authorization of a natural person (natural persons) to represent the shareholder (e.g., an unbroken chain of powers of attorney). If the shareholder is not subject to the obligation to be entered in the register, its representatives should attach another document confirming the existence of the principal;
- 2) submission of a request by a proxy – a power of attorney signed by the shareholder (or an unbroken chain of powers of attorney) must be attached to the request, and in the case of a proxy other than a natural person – a copy of an extract from the relevant register confirming the authorization of the signatory to act on behalf of the proxy.

Submitted proposals should be presented in Polish and, in accordance with § 12(1) of the Rules of Procedure of the General Meeting of PKP CARGO S.A. under restructuring, should be submitted no later than 3 business days before the General Meeting, i.e. by **December 19, 2025**

During the General Meeting, each shareholder may submit draft resolutions concerning matters included in the agenda. Each shareholder has the right to propose amendments and additions to draft resolutions included in the agenda of the General Meeting until the discussion on the agenda item covering the draft resolution to which such a proposal relates is closed.

V. The right of a shareholder to ask questions concerning matters included in the agenda of the General Meeting.

During the General Meeting, shareholders have the right to ask questions and participate in discussions in accordance with the rules set out in the Regulations of the General Meeting of PKP CARGO S.A., as well as the right to request information about the Company. If it is justified for the assessment of a matter on the agenda, the Management Board of PKP CARGO S.A. under restructuring is obliged to provide the shareholder with the requested information. The Management Board of PKP CARGO S.A. under restructuring shall refuse to provide information if it could cause damage to the Company, its affiliate or subsidiary, in particular by disclosing trade secrets. A member of the Management Board of PKP CARGO S.A. under restructuring may also refuse to provide information if providing such information could give rise to criminal, civil or administrative liability. A response shall be deemed to have been provided if the relevant information is available on the Company's website in a section designated for questions from shareholders and responses to them, i.e. <https://www.pkpcargo.com/relacje-inwestorskie/walne-zgromadzenia/>. The Management Board of PKP CARGO S.A. under restructuring may provide information in writing outside the General Meeting if there are important reasons for doing so - in such a case, the Management Board of PKP CARGO S.A. under restructuring shall provide the information no later than within two weeks from the date of submitting the request during the General Meeting.

The Company's Management Board also announces that the proceedings of the General Meeting will be recorded and broadcast via the Internet.

VI. Electronic communication and information on exercising voting rights by correspondence

The Company does not provide for the possibility of participating and speaking during the General Meeting using electronic means of communication.

The company does not allow voting by mail or by electronic means of communication.

VII. Access to documentation

The full text of the documentation to be presented to the General Meeting, together with draft resolutions, will be available on the Company's website and at its registered office from the date of convening the General Meeting. Any comments by the Management Board of PKP CARGO S.A. under restructuring or the Supervisory Board of PKP CARGO S.A. under restructuring concerning matters included in the agenda of the General Meeting or matters to be included in the agenda before the date of the General Meeting will be available on the Company's website immediately after they are prepared.

VIII. A Website address

Information and documentation concerning the General Meeting are available on the website www.pkpcargo.com in the Investor Relations/General Meetings tab.

IX. Organizational information

The General Meeting will be broadcast in real time. A link to the broadcast will be available on the Company's website in the Investor Relations tab. No audio or video recording of the General Meeting will be published on the Company's website.

Along with documents sent electronically by a shareholder that were originally drafted in a language other than Polish, the shareholder shall send a translation into Polish prepared by a certified translator.

All documents sent by a shareholder to PKP CARGO S.A. under restructuring , as well as by the Company to a shareholder by electronic means, should be scanned into PDF or JPEG format.

Shareholder registration will take place two hours before the start of the General Meeting, i.e. on December 29, 2025, from 9:00 a.m.

Please remember to bring your ID card or passport in order to be admitted to the General Meeting.

We kindly ask entities representing a larger number of shareholders to provide powers of attorney in electronic form, if possible, and to send the documents or their scans to the following e-mail address: [NWZ.29.12. 2025@pkpcargo.com](mailto:NWZ.29.12.2025@pkpcargo.com) In order to streamline the registration process, we also ask that, if possible, you prepare a list of entities represented by a proxy in alphabetical order, indicating the number of votes they are entitled to.

In matters not covered by this document, generally applicable laws shall apply, including in particular the provisions of the Commercial Companies Code, the Company's Articles of Association, and the Rules of Procedure of the Company's General Meeting.

X. Information clause for shareholders of PKP CARGO S.A. under restructuring who are natural persons and proxies of shareholders

In connection with the convening of the General Meeting, PKP CARGO S.A. under restructuring will process the personal data of shareholders, proxies authorized

to vote, other persons authorized to exercise voting rights at the General Meeting, and personal data disclosed during the General Meeting (collectively referred to as "You") . In connection with the above, the Company, pursuant to Article 13 of the General Data Protection Regulation (GDPR) of April 27, 2016 (Official Journal of the European Union L 119 of May 4, 2016), hereby informs that:

- 1) The administrator of your personal data is: PKP CARGO S.A. under restructuring , with its registered office at: 02-021 Warsaw, ul. Grójecka 17;
- 2) Contacting the Data Protection Officer: email: iod@pkpcargo.com; phone: (22) 391-46-65;
- 3) Your personal data will be processed for the purpose of (i) participating in the General Meeting, including for the purpose of preparing and storing the list of shareholders and the attendance list at the General Meeting, enabling voting, (ii) or in connection with contacting the Company for purposes related to the General Meeting, including, for example: requesting access to the list of shareholders entitled to participate in the General Meeting or the list of shareholders present at the General Meeting, submitting a request for copies of motions on matters included in the agenda of the General Meeting, submitting a request to

convene a General Meeting, submitting a request to include matters in the agenda of the General Meeting, or submitting a draft resolution of the General Meeting;

- 4) The basis for the processing of personal data is:
 - a) fulfilling legal obligations (Article 6(1)(c) of the GDPR) related to Article 407 § 1 of the Commercial Companies Code and § 3 - § 8 of the Rules of Procedure of the General Meeting of PKP CARGO Spółka Akcyjna;
 - b) legitimate interest of PKP CARGO S.A. under restructuring (Article 6(1)(f) of the GDPR) – for the purpose of contacting Shareholders and providing services, pursuing and defending mutual claims;
- 5) The Company processes your (i) personal data, such as your first name, last name, phone number, home address, or mailing address, (ii) data contained in powers of attorney, including your PESEL number or ID number, (iii) data concerning shares and the rights arising therefrom, such as: number, type, and numbers of shares, and number of votes, as well as (iv) – in cases where you contact the Company by electronic means – your email address;
- 6) Your personal data may be collected by the Company from entities maintaining securities deposits, as well as from other shareholders – in the scope of transferring data contained in powers of attorney, in particular in connection with the need to prove shareholder status, ownership of a sufficient number of shares, voting rights, or the right to represent a shareholder.
- 7) Your personal data contained (i) in the list of shareholders, attendance list, and powers of attorney shall be stored for the duration of the Company's existence and may then be transferred to an entity designated to store documents in accordance with the provisions of the Commercial Companies Code; (ii) personal data related to contact by e-mail is stored for a period enabling the Company to demonstrate compliance with its obligations under the Commercial Companies Code or for the period of limitation of any claims by or against the Company;
- 8) Your personal data will not be transferred to a third country or international organization within the meaning of the GDPR;
- 9) The recipients of your personal data will only be entities authorized to obtain personal data on the basis of legal provisions, in particular entities providing services related to the conduct of the General Meeting, including IT services, security services, legal services, and shareholders who request to view the list of shareholders, obtain a copy of such list, or have the list sent by e-mail.
- 10) You have the right to request access to your personal data from the controller, the right to rectify, delete, or restrict processing, the right to object to processing, and the right to transfer data.
- 11) You have the right to lodge a complaint regarding the processing of personal data with the supervisory authority, i.e. the President of the Personal Data Protection Office.
- 12) Your personal data will not be subject to automated decision-making or profiling;
- 13) Providing personal data is voluntary, however, failure to provide such data may result in the inability to provide the requested information or admission to the General Meeting.