

PROJECT

**Resolution No. /2025
of the Extraordinary General Meeting
of PKP CARGO S.A. in restructuring
dated 2025**

**to appoint: Adoption of the agenda for the Extraordinary General Meeting of
PKP CARGO S.A. in restructuring.**

§ 1

The Extraordinary General Meeting of PKP CARGO S.A. in restructuring convened for December 29, 2025 (the “Extraordinary General Meeting”) adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Preparation of the attendance list.
3. Confirmation of the correctness of convening the Extraordinary General Meeting and its capacity to adopt 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. in 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. Adoption of a resolution on changes in the composition of the Supervisory Board of PKP CARGO S.A. in restructuring.
9. Miscellaneous matters.
10. Closing of the meeting.

§ 2

The resolution shall enter into force upon adoption.

Item 8 on the agenda of the Extraordinary General Meeting of PKP CARGO S.A. in restructuring – new

PROJECT

**Resolution No. /2025
of the Extraordinary General Meeting of Shareholders of
PKP CARGO S.A. in restructuring
dated 2025**

**to appoint: appointments to the Supervisory Board of PKP CARGO S.A.
under restructuring, 8th term of office**

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 12(2)(2) of the Articles of Association of PKP CARGO S.A., the Extraordinary General Meeting of PKP CARGO S.A. in restructuring hereby resolves as follows:

§ 1

Appoints Mr. Jacek Piotr Męcina (PESEL: 68090901317) as a member of the Supervisory Board of PKP CARGO S.A. in restructuring for the joint eighth term of office of the Supervisory Board of PKP CARGO S.A.

§ 2

The resolution shall enter into force upon adoption.

JUSTIFICATION FOR THE RESOLUTION:

Pursuant to Article 385 § 1 of the Commercial Companies Code, the Supervisory Board in public companies shall consist of at least five members, appointed and dismissed by the General Meeting.

Pursuant to the provisions of § 12(2)(2) of the Company's Articles of Association, the General Meeting shall be responsible for appointing and dismissing members of the Supervisory Board, subject to the personal rights of PKP S.A. specified in § 19(2) and (9, sentence 1, and the rights of the Company's employees specified in § 19(3).

Pursuant to the provisions of § 19 of the Company's Articles of Association, the Supervisory Board of PKP CARGO S.A. in restructuring shall consist of seven to nine members, including the Chairman and Vice-Chairman of the Supervisory Board, appointed for a joint term of office. Subject to the provisions of § 19 sections 2 and 3 of the Company's Articles of Association, the members of the Company's Supervisory Board are appointed and dismissed by the General Meeting.

The Supervisory Board of the Company for the eighth term consists of eight members, including two members meeting the independence criteria, one member representing the employees, and five members appointed pursuant to § 19(2) of the Company's Articles of Association.

In light of the above, in order to complete the composition of the Supervisory Board of PKP CARGO S.A. in restructuring, one member of the Supervisory Board may be appointed during the General Meeting.

Candidate for member of the Supervisory Board of PKP CARGO S.A. Mr. Jacek Męcina is a professor with a postdoctoral degree in social sciences (academic title of professor awarded by the President of the Republic of Poland in 2021) who also holds a law degree obtained in 1996 from the Faculty of Law and Administration of the University of Warsaw.

The candidate meets the requirements for a member of the supervisory body specified in the regulations, in particular: has passed the exam for candidates for members of supervisory boards in companies with State Treasury shareholding, has full legal capacity and is not subject to any restrictions or prohibitions on performing functions resulting from separate regulations, including the Act of December 16, 2016 on the principles of state property management, the Act of December 20, 1996 on municipal economy, the Act of December 15, 2000 on competition and consumer protection, the Act of May 9, 1996 on the performance of the mandate of a deputy and senator, the Act of March 8, 1990 on municipal self-government, the Act of June 5, 1998, on county self-government, the Act of June 5, 1998, on provincial self-government.

The candidate has submitted a statement confirming that he/she is not employed by the Company, does not perform work or provide services for the Company on the basis of any other legal relationship, and is not employed by any subsidiary of the Company or performs work or provides services for any subsidiary of the Company on the basis of any other legal relationship.