

## FORM

### ALLOWING THE EXERCISE OF VOTING RIGHTS BY PROXY

This form contains instructions on exercising voting rights by a proxy holding a power of attorney granted by a shareholder allowing the exercise of voting rights at the Extraordinary General Meeting of PKP CARGO S.A. under restructuring (“EGM”) convened for December 29, 2025, in accordance with the instructions provided by the shareholder.

The shareholder shall issue instructions to the proxy regarding how to vote on each of the resolutions adopted at the Extraordinary General Meeting by marking the appropriate box with an “X” in the columns labeled “for,” “against,” or “abstain.”

If a shareholder decides to vote differently with respect to the shares held, the shareholder shall indicate in the appropriate box the number of shares for which the proxy is to vote “for,” “against,” or “abstain.” If the number of shares is not indicated, the proxy shall be deemed to be authorized to vote in the manner indicated for all shares held by the shareholder. If the “Other” box is checked, the shareholder should specify in this box how the proxy is to exercise the voting rights. In order to avoid any doubts as to how the proxy is to vote in such a case, it is recommended to specify in the “Other” box how the proxy is to proceed in the above situation.

The use of this form is at the discretion of the shareholder and is not a prerequisite for voting by proxy. PKP CARGO S.A. under restructuring informs that it will not verify whether proxies exercise their voting rights in accordance with the instructions received from the shareholder. Therefore, voting instructions do not need to be submitted to PKP CARGO S.A. under restructuring or to the Chairman of the Extraordinary General Meeting.

**ATTORNEY-IN-FACT:**

\_\_\_\_\_

*(name and surname / company/name of the Representative)*

**SHAREHOLDER:**

\_\_\_\_\_

*(name and surname / company/name of Shareholder)*

**INSTRUCTIONS**  
**ON EXERCISING VOTING RIGHTS BY PROXY**

I hereby authorize the Proxy to vote at the Extraordinary General Meeting of PKP CARGO S.A. under restructuring, with its registered office in Warsaw, convened for December 29, 2025, at 11:00 a.m. at the registered office of PKP CARGO S.A. under restructuring in Warsaw, at ul. Grójecka 17, in accordance with the instructions below.

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*Shareholder's signature*

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> at the discretion Of the representative
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Others			

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**

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstains	<input type="checkbox"/> at the discretion of the representative
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> Others			