

**The content of draft resolutions put to the vote and adopted by the Extraordinary General Meeting of PKP CARGO S.A. under restructuring on December 29, 2025.**

**Regarding item 5 on the agenda.** The Chair put the following draft Resolution No. 1/2025 to the vote:

**Resolution No. 1/2025  
of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring  
of December 29, 2025.  
regarding: adoption of the agenda of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring**

**§ 1**

The Extraordinary General Meeting of PKP CARGO S.A. under 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. 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. Adoption of a resolution on changes in the composition of the Supervisory Board of PKP CARGO S.A. under restructuring.
9. Miscellaneous matters.
10. Closing of the meeting

**§ 2**

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

As a result of an open vote:

Number of shares from which valid votes were cast: 22,215,374,

Percentage share in the share capital: 49.60%,

Total number of valid votes: 22,215,374,

22,215,374 votes were cast in favor of the Resolution,  
0 votes were cast against the Resolution,  
0 votes were abstained.

The chair declared that the resolution had been adopted by the required majority of votes.

**Regarding item 6 on the agenda.** The Chairman put the following draft Resolution No. 2/2025, prepared by the Company's Management Board, to an open vote:

**Resolution No. 2/2025**  
**of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring**  
**dated December 29, 2025.**

**regarding: reduction of the share capital of PKP CARGO S.A. under restructuring in  
order to cover the losses of PKP CARGO S.A. under restructuring and amendments to  
the Articles of Association of PKP CARGO S.A.**

Pursuant to Article 455 § 1 in conjunction with Article 430 § 1 and in conjunction with Article 457 § 1 point 2) of the Commercial Companies Code (“CCC”) in connection with § 12 section 1 of the Articles of Association of PKP CARGO S.A., the Extraordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

**§ 1**

**Reduction of share capital**

1. Reduces the share capital of PKP CARGO S.A. under restructuring by PLN 2,194,558,933.00 (in words: two billion one hundred ninety-four million five hundred fifty-eight thousand nine hundred thirty-three zlotys 00/100), i.e. from PLN 2,239,345,850.00 (in words: two billion two hundred thirty-nine million three hundred forty-five thousand eight hundred fifty zlotys 00/100) to PLN 44,786. PLN 917.00 (in words: forty-four million seven hundred and eighty-six thousand nine hundred and seventeen zlotys 00/100).
2. The reduction of the share capital of PKP CARGO S.A. under restructuring, referred to in section 1 above, shall be effected by reducing the nominal value of all shares of PKP CARGO S.A. under restructuring by PLN 49.00 (in words: forty-nine zlotys 00/100), i.e. from PLN 50.00 (in words: fifty zlotys 00/100) per share to PLN 1.00 (in words: one zloty 00/100) per share.
3. The purpose of the share capital reduction is to offset the loss incurred by PKP CARGO S.A. under restructuring in 2024
4. The amount obtained from the reduction of the share capital of PKP CARGO S.A. under restructuring in the total amount of PLN 2,194,558,933.00 PLN (in words: two billion one hundred ninety-four million five hundred fifty-eight thousand nine hundred thirty-three PLN 00/100) shall be allocated to cover the loss incurred in 2024.
5. In connection with the reduction of the share capital to cover the loss, no payments to the share capital of PKP CARGO S.A. under restructuring shall be returned to shareholders.

6. The reduction of the share capital of PKP CARGO S.A. under restructuring shall be carried out while maintaining the unchanged number of all shares of each series.
7. Pursuant to Article 457 §1(2) of the Commercial Companies Code, the reduction of the share capital of PKP CARGO S.A. under restructuring shall take place without the convocation procedure referred to in Article 456 of the Commercial Companies Code.

## § 2

### **Amendment to the Company's Articles of Association**

In connection with § 1 of this resolution, § 6(1) of the Company's Articles of Association shall be amended so that the current wording:

„§ 6

#### ***Share capital***

1. *The Company's share capital amounts to PLN 2,239,345,850 (in words: two billion two hundred thirty-nine million three hundred forty-five thousand eight hundred fifty zlotys) and is divided into:*
  - 1) *43,338,000 (in words: forty-three million three hundred thirty-eight thousand) series A bearer shares with a par value of PLN 50 (in words: fifty zlotys) each;*
  - 2) *15 (in words: fifteen) series B bearer shares with a nominal value of PLN 50 (in words: fifty zlotys) each;*
  - 3) *1,448,902 (in words: one million four hundred forty-eight thousand nine hundred two) series C bearer shares with a par value of PLN 50 (in words: fifty zlotys) each.*
2. *The share capital was paid in full prior to the registration of the Company.*
3. *The Company's shares are ordinary shares.*
4. *The conversion of bearer shares into registered shares is not permitted.*
5. *The series C shares referred to in section 1(3) are subject to a prohibition on sale for a period of two years from the date of the first listing of the Company's shares on the main market of the Warsaw Stock Exchange. Upon expiry of the above prohibition on the sale of shares, the series C shares shall be converted into bearer shares. ";*

Shall read as follows:

#### ***Share capital***

1. *The Company's share capital amounts to PLN 44,786,917.00 (in words: forty-four million seven hundred and eighty-six thousand nine hundred and seventeen zlotys 00/100) and is divided into:*
  - 1) *43,338,000 (in words: forty-three million three hundred thirty-eight thousand) series A bearer shares with a par value of PLN 1.00 (in words: one zloty 00/100) each;*
  - 2) *15 (in words: fifteen) series B bearer shares with a par value of PLN 1.00 (in words: one zloty 00/100) each;*

- 3) 1,448,902 (in words: *one million four hundred forty-eight thousand nine hundred two*) series C bearer shares with a par value of PLN 1.00 (in words: *one zloty 00/100*) each.
2. *The share capital was paid in full prior to the registration of the Company.*
3. *The Company's shares are ordinary shares.*
4. *The conversion of bearer shares into registered shares is not permitted.*
5. *The series C shares referred to in section 1(3) are subject to a prohibition on sale for a period of two years from the date of the first listing of the Company's shares on the main market of the Warsaw Stock Exchange. Upon expiry of the above prohibition on the sale of shares, the series C shares shall be converted into bearer shares.”;*

### § 3

#### **Entry into force**

The resolution shall enter into force upon adoption, with changes to the share capital and amendments to the Articles of Association becoming effective upon registration by the court in the register of entrepreneurs of the National Court Register.

As a result of the open vote:

Number of shares from which valid votes were cast: 22,215,374,

Percentage share in the share capital: 49.60%,

Total number of valid votes: 22,215,374

21,242,875 votes were cast in favor of the Resolution,

948,499 votes were cast against the Resolution,

24,000 votes were abstained.

The chair declared that the resolution had been adopted by the required majority of votes.

**Regarding item 7 on the agenda.** The Chair put Draft Resolution No. 3/2025 to an open vote:

#### **Resolution No. 3/2025**

**of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring  
dated December 29, 2025.**

**regarding: covering the Company's losses**

The Extraordinary General Meeting of PKP CARGO S.A. under restructuring, considering that:

- (i) the Company's net loss resulting from the Separate Financial Statements of PKP CARGO S.A. under restructuring for the financial year ended December 31, 2024 approved at the Ordinary General Meeting of the Company convened on June 30, 2025 (“Separate Financial Statements 2024”), amounted to PLN 2,412,728,806.03 in the financial year 2024,

- (ii) The Extraordinary General Meeting of the Company adopted Resolution No. 2/2025 of December 29, 2025 on reducing the Company's share capital in order to cover the Company's loss and amend the Articles of Association ("Resolution on Reduction"), pursuant to which the Company's share capital was reduced and the amount obtained from the reduction of the Company's share capital in the total amount of PLN 2,194,558. PLN 2,194,558.00 (in words: two billion one hundred and ninety-four million five hundred and fifty-eight thousand nine hundred and thirty-three zlotys 00/100) was allocated to cover the loss from 2024,
- (iii) after the reduction of the share capital resulting from the Reduction Resolution is entered in the register of entrepreneurs of the National Court Register, the loss disclosed in the 2024 Separate Financial Statements will be reduced to PLN 218,169,873.03 PLN (in words: two hundred eighteen million one hundred sixty-nine thousand eight hundred seventy-three zlotys 03/100),

Pursuant to Article 396 § 5 of the Commercial Companies Code ("CCC") and § 7(1) in conjunction with § 12(1) of the Company's Articles of Association, it hereby resolves as follows:

## § 1

### **Covering the Company's losses**

The Company's loss disclosed in the Separate Financial Statements for 2024 shall be covered up to the amount of PLN 218,169,873.03 (in words: two hundred and eighteen million, one hundred and sixty-nine thousand, eight hundred and seventy-three zlotys 03/100) from the Company's reserve capital.

## § 2

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

As a result of the open vote:

Number of shares from which valid votes were cast: 22,215,374,

Percentage share in the share capital: 49.60%,

Total number of valid votes: 22,215,374

21,288,875 votes were cast in favor of the Resolution,

914,001 votes were cast against the Resolution,

12,498 votes were abstained.

The chair declared that the resolution had been adopted by the required majority of votes.

**Regarding item 8 on the agenda.** The Chair put Draft Resolution No. 4/2025 to a secret ballot:

**Resolution No. 4/2025**

**of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring  
dated December 29, 2025.**

**regarding: 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. under 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. under restructuring for the joint eighth term of office of the Supervisory Board of PKP CARGO S.A. under restructuring.

**§ 2**

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

As a result of a secret ballot:

Number of shares from which valid votes were cast: 22,215,374,

Percentage share in the share capital: 49.60%,

Total number of valid votes: 22,215,374

19,449,931 votes were cast in favor of the Resolution,

340,757 votes were cast against the Resolution,

2,424,686 votes were abstained.

The chair declared that the resolution had been adopted by the required majority of votes.