

RULES AND REGULATIONS
for appointing an employee representative to the Supervisory Board
of PKP CARGO S.A. and the procedure for dismissing him/her

§ 1

General provisions

1. Pursuant to the provisions of the Articles of Association of PKP CARGO S.A. with its registered office in Warsaw, the Company's employees have the right to appoint and dismiss one employee representative on the Supervisory Board.
2. These Regulations specify the detailed procedure for electing an employee representative to the Supervisory Board and the procedure for by-elections, held in the event of the expiry of the term of office of a member of the Supervisory Board elected by the employees, as well as the procedure for dismissing such a member from the Supervisory Board.
3. Whenever the following terms are used in the further part of the Regulations:
 - 1) **absolute majority of votes** – this should be understood as a situation in which the number of votes “for” is greater than the sum of votes ‘against’ and “abstaining,” cast in accordance with the provisions of the Regulations,
 - 2) **passive voting rights** – this shall be understood to mean the right to stand as a candidate for the position of employee representative on the Supervisory Board,
 - 3) **Member of the Management Board** – this shall be understood to mean the President of the Management Board or a Member of the Management Board of PKP CARGO S.A.,
 - 4) **active voting rights** – this shall be understood as the right to elect an employee representative to the Supervisory Board,
 - 5) **day** – this shall be understood as calendar days, unless the Regulations expressly provide otherwise,odmiennie,
 - 6) **working day** – this shall be understood to mean a day between Monday and Friday, excluding public holidays in Poland and days designated as non-working days in the Work Regulations of PKP CARGO S.A.,
 - 7) **Supporting Entity** – this shall be understood to mean a third party to the Company, involved in supporting the electronic voting process in order to ensure compliance with the rules referred to in § 1(4); a Supporting Entity may be, in particular, an entity professionally involved in conducting votes or a law firm,
 - 8) **Voting** – this should be understood as the process of employees casting their votes to appoint an employee representative to the Supervisory Board.
 - 9) **Election Commission or Commissions** – this should be understood as the Central or Local Election Commission(s), as applicable
 - 10) **employees** – this shall be understood to mean employees employed by PKP CARGO S.A. on the basis of an employment contract and natural persons providing services to PKP CARGO S.A. on a permanent basis on the basis of a contract of mandate, management contract or other contract of a similar nature,
 - 11) **Supervisory Board** – this shall be understood to mean the Supervisory Board of PKP CARGO S.A. under restructuring,
 - 12) **Regulations** – this shall be understood to mean these “*Regulations for appointing an employee representative to the Supervisory Board of PKP CARGO S.A. and the procedure for his/her dismissal*”,*odwołania*”,
 - 13) **Voter List or List** – this shall be understood to mean the list of employees eligible to vote on the date of the election of the employee representative to the Supervisory Board,
 - 14) **Company or PKP CARGO S.A.** – this shall be understood to mean PKP CARGO S.A. under restructuring with its registered office in Warsaw,
 - 15) **Statutes** – this shall be understood to mean the Statutes of PKP CARGO S.A.,
 - 16) **elections** – this shall be understood to mean all activities aimed at selecting an employee representative to the Supervisory Board, including the nomination of

candidates and the conduct of voting, provided that such voting is conducted in accordance with these Regulations,

- 17) **Management Board** – this shall be understood to mean the Management Board of PKP CARGO S.A.
4. The election of the employee representative to the Supervisory Board shall take place by secret ballot, in direct and equal elections, in accordance with the principle of universality, subject to paragraph 5.
5. Employees shall consciously and voluntarily limit the secrecy of their vote in such a way that it shall be disclosed to the Central Election Commission and the Supervisory Board in the following cases:
 - 1) when using electronic voting in the event of electronic voting without the participation of the Supporting Entity,
 - 2) in the event of a tie, as referred to in § 12(2).
6. The Supervisory Board shall have the right to amend the provisions of these Regulations in a resolution governing the elections.

§ 2

Active and passive voting rights

1. Employees have the right to vote.
2. Employees with full legal capacity have the right to stand for election as employee representatives on the Supervisory Board, and in the case of candidates who are also members of the Management Board or liquidators of PKP CARGO S.A., or of a subsidiary or cooperative of PKP CARGO S.A., a proxy, a branch manager or a chief accountant, legal advisor or attorney employed by the company, as well as a person directly subordinate to a Member of the Management Board or liquidator of PKP CARGO S.A. – who have submitted to the Election Committee referred to in § 4(1)(1) of the Regulations a written statement of their commitment to resign from their position or terminate their employment relationship no later than on the date of their appointment to the Supervisory Board.
3. Members of the Election Committee referred to in § 4 of the Regulations may not stand for election.

§ 3

Election management

1. The Supervisory Board shall organize the elections by specifying:
 - 1) the date of voting,
 - 2) the composition of the Central Election Commission,
 - 3) the method of voting: traditional (paper), electronic, mixed (traditional and electronic),
 - 4) whether electronic voting will be conducted with the participation of a supporting entity.
2. The Supervisory Board shall organize the election of employee representatives to the Supervisory Board for the next term of office no later than 5 months after the end of the financial year ending their term of office.
3. Voting on the election of employee representatives to the Supervisory Board for the next term of office shall take place within 60 days of the date of its announcement by the Supervisory Board.

§ 4

The Election Commission and its tasks

1. Elections are organized and conducted by Election Committees composed of persons with active voting rights:
 - 1) the Central Election Committee, appointed by the Supervisory Board, consisting of 5-9 persons, whose candidates are presented by the Management Board,
 - 2) Local Election Committees consisting of 3 to 5 persons, whose candidates are presented by the Human Resources Management Office with the participation of trade unions operating in the Company.The Supervisory Board and the Central Election Committee are not bound by the candidates nominated by the Management Board, the Director, and trade unions.
2. Members of the Supervisory Board may not be members of the Election Committees.
3. When designating the constituencies of the Local Election Committees, the principle of providing all employees of the Company with comparable conditions for voting, including, as far as possible, a similar distance to the polling station, shall be taken into account.
4. The Election Committees referred to in paragraph 1 shall, in a manner adopted by the Committee, elect a chairperson and secretary from among their members at their first meetings.
5. Tasks
 - 1) The Central Election Commission shall be responsible in particular for:
 - a) creating and updating a dedicated election tab on the Company's intranet,
 - b) appointing Local Election Commissions, defining their constituencies, and supervising the work of these commissions, with at least one Local Election Commission being appointed for each section's area of operation; it is permissible to create a joint or separate Local Election Commission for the section and another locally operating organizational unit of the Company, depending on the local organizational and technical conditions, which is to contribute to the efficient and compliant conduct of the elections in accordance with the Regulations,
 - c) supervising compliance with the provisions of these Regulations and interpreting and supplementing them to the extent necessary for the efficient conduct of the elections ,subject to § 16(4),
 - d) preparing and issuing an announcement containing, among other things: information on the date and procedure for nominating candidates for employee representatives on the Supervisory Board, as well as the place, date, and form of voting and the method of casting votes,
 - e) preparing a template for the signature collection list and guidelines,
 - f) verifying the correctness of candidate nominations, registering candidates for employee representatives on the Supervisory Board and drawing up an alphabetical list of candidates,
 - g) disseminating the list of candidates within the Company,
 - h) announcing the list of employees with active voting rights in the relevant scope,
 - i) preparing and sending traditional ballot papers to Local Election Commissions and preparing and providing a template for an electronic ballot paper together with voting instructions (including, for example, the email address for sending votes or the website address),
 - j) counting votes (except for electronic voting) and announcing the election results,
 - k) considering complaints, motions, and objections concerning the elections,
 - l) drawing up the election report and providing the necessary information to the Supervisory Board,

- m) providing the Management Board with complete election documentation for archiving purposes;
- 2) Local Election Commissions shall, in particular:
- a) supervise compliance with the provisions of these Regulations within their jurisdiction,
 - b) publish a list of employees who have the right to vote within their jurisdiction,
 - c) conduct voting within their jurisdiction,
 - d) issue traditional ballot papers prepared by the Central Election Commission,
 - e) determine the results of the vote (except for electronic voting) and immediately forward them to the Central Election Commission in the form of a protocol signed by the members of the relevant Commission.
5. Resolutions of the Central Election Commission and Local Election Commissions shall be adopted by an absolute majority of votes. For resolutions to be valid, at least half of the members of the Commission must be present. In the event of a tie, the chairperson of the Commission shall have the casting vote.
6. Minutes shall be taken of each meeting of the Central and Local Election Commissions and shall be signed by all members of the Commission present at the meeting.
7. The work in the Commissions is of a social nature.
8. Members of the Commission shall be entitled to remuneration for the time not spent performing their professional duties due to their participation in the work of the Election Commissions.
9. The Central Election Commission and Local Election Commissions shall use the following names:
- 1) "PKP CARGO S.A. – Central Election Commission in Warsaw";
 - 2) "PKP CARGO S.A. – Local Election Commission with its seat in ..." (specify the seat of the Local Election Commission).
10. The same person may only be a member of one Election Commission.

§ 5

Voter register and procedure for considering objections

- 1. The voter register shall be drawn up by the Director of the Company's Human Resources Management Office.
- 2. The electoral roll shall include the first and last name of the employee entitled to vote and their place of work (organizational unit). In the case of mixed or electronic elections, the following shall be included in the appendix to the electoral roll (if necessary): login and password for voting.
- 3. The electoral roll shall be signed by the President of the Management Board, taking into account the division into the planned Electoral Commissions, and then this register (without the appendix) shall be forwarded to the relevant Election Committees, which, within 21 days of the date of the election order, shall inform voters of its preparation in the form of a notice posted on the Company's notice boards and via a dedicated tab on the Company's Intranet.
- 4. The Election Commissions are required to provide voters with the conditions to check whether a given voter is included in the Voter Register for 3 working days from the date of their announcement.
- 5. If, as a result of the verification referred to in paragraph 4, an employee does not find themselves on the electoral roll, they have the right to submit a written objection to the relevant Election Commission within a strict deadline of 5 working days from the date of publication of the electoral roll.
- 6. The objection shall be considered within 3 working days.
- 7. The decision of the competent Electoral Commission on the objection shall be final.

§ 6

Nominating candidates for election as employee representatives on the Supervisory Board

1. Candidates for employee representatives on the Supervisory Board may be persons who have the right to stand for election.
2. The right to nominate candidates for employee representatives on the Supervisory Board shall be vested in trade unions operating within the Company and in employees.
3. The announcement on the nomination of candidates for employee representatives on the Supervisory Board shall be issued by the Central Election Commission.
4. The announcement referred to in paragraph 3 shall include the date and place for nominating candidates for employee representatives on the Supervisory Board and other relevant information, and shall be posted on the Company's notice boards and via a dedicated tab on the Company's intranet.
5. The nomination of a candidate for employee representative on the Supervisory Board shall include:
 - 1) the candidate's first and last name,
 - 2) current place of employment, including position and name of department, division, section, office, etc.,
 - 3) a list (original) containing the signatures of at least 10% of the employees eligible to vote, out of the total number of employees (in persons) employed by the Company on the basis of an employment contract as at the date of the Supervisory Board's resolution on the election, supporting the candidate, their first and last names, current place of employment, including position and name of department, division, section, office, etc., entered in pen or pencil personally by the supporter or by the person compiling the list in the case of electronic support,
 - 4) details of the person submitting the application, including their telephone number and email address,
 - 5) a written statement from the candidate, in accordance with the template in Appendix 1 to these Regulations, which is attached to the application.

The candidate or a person or trade union acting on their behalf is responsible for all activities related to the candidate's application, including completing and submitting the application, as well as the form and method of collecting signatures on the list of support and the collection of signatures itself.
6. The candidate's application shall be made in writing or in an equivalent electronic form, in which case the application and the candidate's statement shall be signed with a qualified electronic signature or a Trusted Profile.
7. The list of signatures for a candidate shall be submitted in the original in traditional paper form, together with electronic attachments in the form of originals (electronic files, e.g., on a USB flash drive) certifying support for the candidate. Information about granting support to a given person in electronic form shall be signed by the supporting employee:
 - 1) a qualified electronic signature,
 - 2) a Trusted Profile, or
 - 3) by entering their first and last name, current place of employment along with their position and the name of the department, division, section, office, and SAP identification number (the number appearing on the employee's time card).
8. The deadline for submitting nominations to the Central Election Committee for candidates for employee representatives on the Supervisory Board elected by employees shall expire no later than 30 days before the date of the vote.

9. Each voter shall have the right to support only one (1) candidate for employee representative on the Supervisory Board.
10. The Central Election Commission shall verify the correctness of nominations of candidates for employee representatives on the Supervisory Board. The Central Election Commission shall notify the nominator of the acceptance or rejection of the nomination.

§ 7

Lists of candidates

1. The list of candidates for employee representatives on the Supervisory Board, in alphabetical order, together with the announcement of the date and place of the vote, as well as the method of voting, shall be announced by the Central Election Commission no later than 14 days before the date of the vote, at the offices of the respective Election Commissions, by posting it on the notice board and via a dedicated tab on the Company's intranet. The list of candidates shall be announced after the completion of the appeal procedure referred to in sections 3-6.
2. The list of candidates referred to in section 1 shall include:
 - 1) the candidate's first and last name,
 - 2) their current place of employment, including their position and the name of the department, division, section, office, etc.
3. The person or organization submitting the application, as well as the person nominated, shall have the right to submit a written request to the Central Election Commission for reconsideration of the application if the Central Election Commission decides to refuse to include the nominated person on the list of candidates.
4. A request for reconsideration of the application may be submitted within a maximum of 3 working days from the date of formal notification of the decision of the Central Election Commission to the person or organization submitting the application.
5. A request for reconsideration of the application shall be considered within 3 working days.
6. The decision of the Central Election Commission on the request for reconsideration of the application shall be final.
7. The Central Election Commission shall send its decision on the request for reconsideration of the nomination to the person submitting the request at the address indicated by the nominator.
8. If the number of validly nominated candidates corresponds to the number of seats allocated to employee representatives on the Supervisory Board or the number of missing employee representatives on the Supervisory Board - in the case of by-elections - no vote shall be held.

§ 8

Voting

1. After drawing up a list of candidates for employee representatives on the Supervisory Board, the Central Election Commission shall determine the template for the ballot paper and, in the case of traditional or mixed voting, shall order the printing of ballot papers in a quantity corresponding to the number of employees with active voting rights.
2. The number of traditional ballot papers shall be determined by the Central Election Commission on the basis of the electoral roll and, after printing, shall be forwarded to the relevant Election Commissions.
3. The ballot paper shall list, in alphabetical order, the surnames and first names of the candidates for the Supervisory Board, their current place of employment, together with their position and the name of the department, division, section, office, etc.
4. The ballot paper may only be printed on one side.

5. The Central Election Commission shall affix the Company's logo and the details of the Central Election Commission to the numbered ballot papers.
6. The ballot papers shall be signed by the Chairman of the Central Election Commission. The signature may be reproduced mechanically.
7. The provisions of paragraphs 4-6 shall not apply to ballots intended for electronic voting.

§ 9

Voting procedure

1. Voting takes place within 5 working days.
2. Traditional voting takes place at times set by the Central Election Commission at the headquarters of individual Local Commissions, and electronic voting takes place 24 hours a day.
3. Each person eligible to vote may cast one vote in person or electronically.
4. Before a given Election Commission issues a traditional ballot paper, the voter shall present the Election Commission with a document confirming their identity. Ballot papers shall only be issued to persons eligible to vote.
5. The relevant Electoral Commission shall record the fact that a traditional ballot paper has been issued by placing a "V" next to the name of the voter in question in the electoral roll, and the voter shall confirm receipt of the ballot paper by signing next to their name in the electoral roll.
6. Traditional voting consists of marking the box on the ballot paper next to the name of the candidate for whom the vote is cast with an "X" and placing the ballot paper in the ballot box sealed by the relevant Electoral Commission.
7. Electronic voting does not require downloading a ballot or signing in with an employee in the Electoral Commission's voter register.
8. Voting electronically is carried out by:
 - 1) sending an electronic ballot prepared by the Central Election Commission, signed with a qualified electronic signature or a Trusted Profile, to the email address indicated by the Central Election Commission, or,
 - 2) sending a message to the email address indicated by the Central Election Commission, the content of which clearly indicates that the voter has cast their vote for a given candidate, together with the details of the employee casting the vote, including: first and last name, current place of employment, position, and name of the department, division, section, office, etc. and SAP identification number (the number appearing on the employee's time card);
 - 3) Filling in the electronic ballot paper via a dedicated election program/website.
9. The ballot box must not be opened from the moment it is sealed until the end of voting. The above applies accordingly to the electronic mailbox dedicated to collecting votes cast electronically.
10. The Election Committees and the Supporting Entity shall ensure the secrecy of the vote (with possible restrictions resulting from the adopted method of electronic voting) and maintain order during the voting.
11. The chairperson of the relevant Election Commission is responsible for storing the sealed ballot box during voting.
12. Throughout the entire voting process, at least two members of the relevant Election Commission should be present at the polling station, except in situations where voting is conducted only in electronic form, in which case only one member of the Election Commission may be present.

§ 10

Determination of voting results

1. Immediately after the end of voting, the relevant Election Commission secures any unused traditional ballot papers, opens the ballot box, having first checked that it has

- not been opened previously, and, if applicable, the email box dedicated to electronic voting, and then counts the votes. Votes cast electronically shall be counted by the Central Election Commission or the supporting entity (if involved). In the case of a mixed voting system, the fact that a voter has cast their vote electronically shall be recorded in the electoral roll.
2. The Election Commission and the Supporting Entity shall draw up a report on the course of voting and the counting of votes, specifying:
 - 1) the start and end times of the voting,
 - 2) the number of employees eligible to vote in the given constituency,
 - 3) the number of votes cast, including votes cast traditionally and electronically,
 - 4) the number of valid votes, including votes cast traditionally and electronically,
 - 5) the number of invalid votes, including votes cast traditionally and electronically,
 - 6) the number of valid votes cast for individual candidates,
 - 7) other relevant circumstances related to the voting process.
 3. The following votes shall be deemed invalid:
 - 1) those cast on traditional ballot papers that do not meet any of the requirements specified in § 8 sections 1-6 of these Regulations,
 - 2) those cast on ballot papers on which the voter has not placed an "X" next to any candidate's name,
 - 3) cast on traditional ballot papers on which the voter has marked "X" next to more names of candidates than specified in these Regulations,
 - 4) cast on traditional ballot papers that are crossed out, torn, or make it impossible to read the voter's decision,
 - 5) cast electronically:
 - a) incorrectly signed,
 - b) where it is not possible to verify the validity of the signature or where the signature verification is negative,
 - c) if it is found that the person in question has collected a ballot paper in a traditional vote.
 - d) indicating more than one candidate.
 4. The supporting entity shall draw up and then immediately forward to the Central Election Commission the signed protocol referred to in paragraph 2. In the case of a mixed voting procedure, the supporting entity shall draw up the report after receiving from the Central Election Commission the voter lists containing information on whether or not voters have collected their ballot papers. The supporting entity shall verify whether there are any cases of double voting and, if such violations are found, the supporting entity shall consider the electronic vote invalid.
 5. The report referred to in paragraph 2 shall be signed and initialed on each page by all members of the relevant Election Commission. The report shall bear the Company's logo and the details of the relevant Election Commission.
 6. A member of the Election Commission may submit a dissenting opinion to the report, together with a justification.
 7. The elections shall be valid regardless of the number of persons participating in the vote.
 8. The minutes referred to in paragraph 2, together with the ballot papers and other documentation (including lists of eligible voters), shall be secured by all Election Committees and forwarded immediately to the Central Election Committee.

§ 11

Final election report

1. The Central Election Commission shall draw up a final report on the election of employee representatives to the Supervisory Board, based on the reports referred to in § 10(2).
2. In the final report, the Central Election Commission shall specify in particular:

- 1) the actions taken and carried out in connection with the election,
 - 2) the total number of persons eligible to vote,
 - 3) the total number of votes cast, including votes cast traditionally and electronically,
 - 4) the total number of valid votes, including votes cast traditionally and electronically,
 - 5) the total number of invalid votes, including votes cast traditionally and electronically,
 - 6) the total number of valid votes cast for individual candidates,
 - 7) other relevant circumstances related to the conduct of the election and voting.
3. The minutes referred to in paragraph 1, bearing the Company's logo and the details of the Central Election Commission, shall be signed by all members of the Central Election Commission, who shall initial each page.
 4. A member of the Central Election Commission may submit a dissenting opinion to the minutes, together with a justification.

§ 12

Election of employee representative

1. The candidate who receives the highest number of valid votes shall be deemed to have been elected as the employee representative on the Supervisory Board.
2. If two or more candidates for employee representative to the Supervisory Board receive the same number of valid votes, the candidate who, at the stage of collecting signatures for the candidacy, referred to in § 6(5)(3), collects the higher number of correctly submitted signatures, i.e. those recognized as valid by the Central Election Commission, shall be considered elected.
3. If the candidates receive the same number of votes and have collected the same number of signatures referred to in section 2, the selection of the employee representative on the Supervisory Board shall be decided by a draw conducted by the Central Election Commission. Candidates or their proxies shall have the right to participate in the draw.
4. Failure to elect an employee representative to the Supervisory Board shall not prevent the Supervisory Board from adopting resolutions.

§ 13

Declaration of the validity or invalidity of elections

1. The Central Election Commission shall announce the election results at the Company's headquarters and other Company locations on the notice board and via a dedicated tab on the Company's intranet.
2. Any objections regarding the correctness of the election process, together with justification, shall be accepted by the Central Election Commission in writing within a maximum of 3 working days from the announcement of the election results and shall be considered within 3 working days from the date of receipt of the objection.
3. After considering the objections, or in the absence of any objections after the deadline for submitting them, the Central Election Commission shall forward the results of the election of the employee representative to the Supervisory Board to the Supervisory Board.
4. The validity and correctness of the election of the employee representative to the Supervisory Board shall be confirmed by a resolution of the Supervisory Board on the basis of the final report prepared by the Central Election Commission after considering any objections regarding the correctness of the election process, but no later than 30 working days after the date of the vote.
5. The confirmation by the Supervisory Board of the validity and correctness of the election shall be tantamount to the appointment of the employee representative to perform his or her duties on the Supervisory Board.
6. The election shall be invalidated if, during its conduct, a violation of these Regulations was committed which had or could have had an impact on the outcome of the election.

7. The Central Election Commission shall notify the Supervisory Board of the existence of grounds for invalidating the election, and the Supervisory Board shall declare the election invalid.
8. After declaring the election of the employee representative to the Supervisory Board invalid, the Supervisory Board shall order a repeat election.
9. A resolution to invalidate the election of an employee representative to the Supervisory Board, together with an announcement of the date and place of the repeat election, shall be announced by the Central Election Commission within 7 days of the date of its ordering by the Supervisory Board at the Company's registered office and at other Company locations on the notice board via a dedicated tab on the Company's intranet.
10. In the event of the election being invalidated, the Supervisory Board may make changes to the composition of the Central Election Commission.
11. The Central Election Commission and Local Election Commissions shall be dissolved on the date of adoption of the resolution of the Supervisory Board referred to in section 4.

§ 14

By-elections

1. The basis for ordering a by-election is the expiry of the term of office of an employee representative elected to the Supervisory Board before the end of the term for which he or she was elected.
2. By-elections shall be ordered by the Supervisory Board within 90 days of receiving information about the circumstances justifying the holding of elections.
3. Voting in by-elections shall take place within 60 days of their being ordered by the Supervisory Board.
4. In the event of by-elections being ordered, the provisions of these Rules shall apply accordingly.

§ 15

Dismissal of a representative from the Supervisory Board

1. A vote on the dismissal of an employee representative from the Supervisory Board shall be held at the request of at least 20% of the total number of employees employed by the Company on the basis of an employment contract who have the right to vote, submitted to the Chairman of the Supervisory Board. The request may be submitted in writing or in an equivalent electronic form, in which case the request should be signed with a qualified electronic signature or a Trusted Profile.
The list of signatures shall be submitted in the original in traditional paper form, together with electronic attachments in the form of originals (electronic files, e.g., on a USB flash drive) certifying the employees' support for the request. Information on the granting of support for the recall request in electronic form should be signed by the supporting employee and sent to the e-mail address indicated by the initiator of the recall:
 - 1) with a qualified electronic signature,
 - 2) Trusted Profile or
 - 3) by entering their first and last name, current place of employment along with their position and the name of the department, division, section, office, SAP identification number (the number appearing on the employee's time card).The applicant is responsible for all activities related to the submission of the application, including completing and submitting the application, as well as for the method of collecting and the collection of signatures on the application.
2. A motion to dismiss an employee representative from the Supervisory Board should include the name of the person to whom the motion relates, the justification for the motion, the first and last names of each employee supporting the motion, their

signatures, their current place of employment along with their position and the name of the department, division, section, office, etc.

3. Voting is organized by the Supervisory Board, which determines its form, as referred to in § 3(1).
4. The provisions of these Rules shall apply accordingly to the organization and conduct of the vote.
5. The dismissal of an employee representative from the Supervisory Board shall be confirmed by the Supervisory Board in a resolution adopted on the basis of the minutes prepared by the Central Election Commission. A member of the Supervisory Board whose dismissal is the subject of the vote shall not participate in the vote on the resolution referred to in the preceding sentence.

§ 16

Final provisions

1. The costs of conducting elections or voting on the dismissal of an employee representative from the Supervisory Board shall be covered by the Company.
2. The Management Board of the Company shall be responsible for performing tasks related to the organization and conduct of elections, as well as for the administrative support and technical conditions of work of the Central Election Commission and Local Election Commissions.
3. In disputed matters concerning the elections, the Supervisory Board shall interpret the provisions of the Articles of Association and these Rules.
4. These Rules shall enter into force on the date of adoption of the Supervisory Board's resolution approving them.
5. Any amendments to these Rules shall be adopted by the Supervisory Board.

Appendix to the Regulations for appointing an employee representative to the Supervisory Board of PKP CARGO S.A. and the procedure for dismissing him/her

Template for a candidate's statement for employee representative on the Supervisory Board

[...], dated [...] r.

[...]

PKP CARGO S.A. under restructuring
based in Warsaw
Grójecka 17 street
02-021 Warsaw

I, the undersigned _____, candidate for employee representative on the Supervisory Board of PKP CARGO S.A. with its registered office in Warsaw, hereby declare that:

- 1) I agree to run for the Supervisory Board of PKP CARGO S.A.,
- 2) I am/am not a member of the Management Board or liquidator of PKP CARGO S.A. or a subsidiary or cooperative of PKP CARGO S.A., a proxy, a branch or plant manager, and I am not employed by PKP CARGO S.A. as a chief accountant, legal advisor or attorney, nor am I a person directly subordinate to a member of the Management Board or liquidator of PKP CARGO S.A.

In the event of performing the function or remaining in the employment relationship referred to in point 2 above, or the existence of another criterion excluding the combination with the function of Member of the Supervisory Board of PKP CARGO S.A. , I undertake to resign from the function that precludes combining it with the function of a Member of the Supervisory Board of PKP CARGO S.A. or to terminate the employment relationship no later than on the date of appointment to the Supervisory Board of PKP CARGO S.A.
