Item 4 on the agenda of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring

PROJECT

Resolution No. ……./2026
of the Extraordinary General Meeting
of PKP CARGO S.A. under restructuring
dated ……………. 2026

regarding: **the election of the Chairperson of the Extraordinary General Meeting of PKP CARGO S.A. in restructuring.**

§ 1

Pursuant to § 10(1) of the Articles of Association of PKP CARGO S.A., in conjunction with Article 409(1) of the Commercial Companies Code, the Extraordinary General Meeting of PKP CARGO S.A. under restructuring elects Ms./Mr. ………….. as Chair of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring convened for June 26, 2026.

§ 2

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

Item 5 on the agenda of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring

PROJECT

Resolution No. ……./2026
of the Extraordinary General Meeting
of PKP CARGO S.A. under restructuring
dated ……………. 2026

regarding: **<u>Approval of the agenda for the Extraordinary General Meeting of PKP CARGO S.A. under restructuring.</u>**

§ 1

The Extraordinary General Meeting of PKP CARGO S.A. under restructuring, convened for June 26, 2026 (“Extraordinary General Meeting”), adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Preparation of the attendance list.
3. Confirmation that the Extraordinary General Meeting was properly convened and is competent to adopt resolutions.
4. Adoption of a resolution on the election of the Chairperson of the Extraordinary General Meeting.
5. Adoption of the agenda.
6. Adoption of a resolution on a conditional increase in the share capital, the issuance of subscription warrants, the exclusion of preemptive rights, and amendments to the Company’s Articles of Association.
7. Adoption of a resolution regarding the increase of the share capital, the restriction of preemptive rights by excluding them with respect to PKP S.A., and amendments to the Company’s Articles of Association.
8. Any other business.
9. Closing of the meeting.

§ 2

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

Item 6 on the agenda of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring

Resolution No. ……./2026
of the Extraordinary General Meeting
of PKP CARGO S.A. under restructuring
dated ……………. 2026

regarding: **<u>a conditional increase in the Company's share capital, the issuance of subscription warrants, the waiver of preemptive rights, and amendments to the Company's Articles of Association</u>**

Pursuant to Article 393(5) in conjunction with Articles 448–453 and in conjunction with the provisions of Article 445(1), Article 433(2), and Article 432, Article 431 § 1, and Article 430 § 1 of the Act of September 15, 2000, Commercial Companies Code ("**CCC**"), the Extraordinary General Meeting of Shareholders of PKP CARGO S.A. under restructuring (hereinafter referred to as the "**Company**") hereby resolves as follows:

§ 1. Conditional increase in share capital

1. Pursuant to the procedure set forth in Article 448 of the Commercial Companies Code, the Company's share capital is conditionally increased, and the par value of the conditional increase in share capital pursuant to this resolution is set at an amount not exceeding PLN 89,500,000 (in words: eighty-nine million five hundred thousand zlotys) through the issuance of no more than 89,500,000 (in words: eighty-nine million five hundred thousand) Series M ordinary bearer shares with a par value of PLN 1 (in words: one zloty) per share.
2. The purpose of the conditional increase in the share capital is to grant subscription warrant holders the right to subscribe for shares.
3. Holders of Series X subscription warrants will be eligible to subscribe for Series M shares.
4. The deadline for exercising the right to subscribe for Series M shares is December 31, 2031 (in words: the thirty-first of December two thousand thirty-one).
5. Shares will be subscribed for exclusively in exchange for cash contributions made in full prior to the allocation of the shares.
6. The issue price of Series M shares, which Series X subscription warrants will entitle holders to subscribe for, will be equal to the par value of the Company's shares.
7. Series M shares will be dematerialized and held in securities accounts.
8. Series M shares will be eligible for dividends under the following conditions:
    a) Series M shares issued or first recorded in a securities account no later than the dividend date set forth in the resolution of the General Meeting of Shareholders regarding the distribution of profits shall be eligible for dividends starting with the profits for the previous fiscal year, i.e., as of January 1 of the fiscal year

immediately preceding the year in which such shares were issued or first recorded in a securities account,

b) Series M shares issued or recorded for the first time in a securities account on a date following the dividend record date set forth in the resolution of the General Meeting of Shareholders regarding the distribution of profits shall be entitled to dividends starting with the profits for the fiscal year in which such shares were issued or recorded for the first time in a securities account, i.e., as of January 1 of that fiscal year.

§ 2. Subscription warranties

1. Subject to the registration of the amendments to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register in the wording set forth below in § 4 of this Resolution, pursuant to Article 453 § 2 of the Commercial Companies Code, for the purpose of implementing the employee stock ownership plan, highlighting the role of employees and management in the Company's operations, as well as to strengthen the relationship between them and the Company and to maintain the level of capital commitment of the strategic shareholder, whose presence and support constitute a significant element for the successful completion of the Company's restructuring process and its further development, it is hereby resolved to issue a total of 89,500,000 (in words: eighty-nine million five hundred thousand) registered Series X subscription warrants, entitling the holders to subscribe for Series M shares with the exclusion of the preemptive rights of the Company's existing shareholders (hereinafter also referred to as the "**Warrants**"). The above purpose also constitutes the justification for the resolution within the meaning of Article 449 of the Commercial Companies Code in conjunction with Article 445 § 1 of the Commercial Companies Code.
2. Each individual Series X subscription warrant will entitle the holder to subscribe for 1 Series M bearer share with a par value of PLN 1 (in words: one zloty), excluding preemptive rights.
3. Series X subscription warrants will be issued free of charge.
4. Series X subscription warrants remain valid until December 31, 2031 (in words: the thirty-first of December two thousand thirty-one) and, until that date, entitle the holder to exercise the right to subscribe for Series M shares incorporated therein. Upon the expiration of the term specified in the first sentence, any unexercised Warrants shall expire.
5. The X Series subscription warrants will be registered and non-transferable securities. The warrants will be issued in dematerialized form and will be recorded in securities accounts.
6. The right to subscribe for Warrants and to exercise the right to subscribe for shares incorporated therein shall be granted to the Company's employees and management in accordance with the rules established by the Company's Management Board and approved by the Company's Supervisory Board, subject to the fulfillment of the above conditions and, additionally, with the option to exchange them for shares in two equal tranches 24 months and 27 months after their grant, as well as to the strategic

shareholder – Polskie Koleje Państwowe S.A. (hereinafter: "**PKP S.A**.") upon registration of the conditional increase in share capital.

7. PKP S.A. will be entitled to exercise the right to subscribe for shares incorporated in the Warrants only to the extent necessary for it to maintain the level of ownership in the Company's share capital required for the exercise of the individual rights granted, which, in the absence of the exercise of the Warrants, would be reduced due to the ongoing restructuring process and planned share issuances. PKP S.A.'s stake in the Company's share capital resulting from the exercise of the Warrants may not exceed 33.34% or fall below 33.01%.

8. A condition for PKP S.A. to subscribe for the Warrants is its prior commitment not to exercise the rights to subscribe for the shares embodied in the Warrants to an extent exceeding that necessary to maintain its current level of equity interest, subject to the following sentence. The issuance of Warrants may not result in an increase in PKP S.A.'s percentage stake in the Company's share capital beyond the level specified in paragraph 7.

9. The General Meeting of Shareholders authorizes the Company's Management Board to establish detailed rules for the allocation of Warrants to the Company's employees and executives. When establishing these detailed rules, the Management Board is required to adhere to the principles of social dialogue and equal treatment of employees and executives. In order to ensure compliance with these principles, the Management Board may consult with employees, including representatives of workplace trade unions. The Company's Management Board is responsible for the appropriate allocation of Warrants between employees and PKP S.A., so that the provisions of paragraph 7 can be fulfilled in every case. The detailed rules referred to above are subject to approval by the Company's Supervisory Board.

10. Series M shares will be subscribed for by warrant holders by submitting a written statement of subscription for shares using only the share subscription form prepared by the Company.

11. When a Warrant holder submits a statement to subscribe for shares pursuant to the right incorporated in the Warrant, the holder simultaneously makes a cash contribution to cover the cost of the subscribed shares.

12. Company employees and management will be granted up to 12,000,000 (in words: twelve million) warrants.

§ 3. Forfeiture of preemptive rights

1. Existing shareholders are being deprived of their preemptive rights to Series X subscription warrants and Series M shares.
2. The waiver of preemptive rights with respect to the Warrants and Series M shares is economically justified and is in the best interests of the Company, as well as its shareholders and creditors, as detailed in the opinion of the Company's Management Board, which constitutes Appendix 1 to this resolution.
3. The General Meeting of Shareholders concurs with the arguments in favor of waiving preemptive rights presented by the Management Board in the attached opinion,

recognizing that this is necessary for the successful completion of the restructuring process, the raising of capital, and the Company's continued growth.

§ 4. Amendment to the Company's Articles of Incorporation

In connection with the adoption of a conditional increase in the Company's share capital, a new paragraph 6 is added after paragraph 5 of § 6 of the Company's Articles of Association, titled "Share Capital," to read as follows:

6. *"The share capital has been conditionally increased, pursuant to Resolution No. ... of the Extraordinary General Meeting of Shareholders dated June 26, 2026, by an amount not exceeding PLN 89,500,000.00 (in words: eighty-nine million five hundred thousand zlotys) and is divided into no more than 89,500,000 (in words: eighty-nine million five hundred thousand) Series M bearer shares. The purpose of the conditional increase in the share capital is to grant the right to subscribe for Series M shares to holders of Series X subscription warrants issued pursuant to Resolution No. .. of the Extraordinary General Meeting of Shareholders dated June 26, 2026, with the exclusion of shareholders' preemptive rights. Series X subscription warrants, if not exercised, shall expire on December 31, 2031 (in words: the thirty-first of December two thousand thirty-one)."*

§ 5. Final Provisions

1. The General Meeting of Shareholders authorizes the Company's Management Board to determine, with the consent of the Supervisory Board, the specific terms and conditions of the issuance of Series X subscription warrants and Series M shares, to the extent that such terms and conditions have not been specified in this Resolution.
2. This Resolution shall take effect on the date of its adoption; however, the amendments to the Company's Articles of Association covered by this Resolution shall take effect on the date of their entry in the Register of Entrepreneurs of the National Court Register.

REASONS FOR THE RESOLUTION::

The adoption of a resolution regarding a conditional increase in share capital, the issuance of subscription warrants, the exclusion of preemptive rights, and amendments to the Articles of Association of PKP CARGO S.A. under restructuring is closely linked to the Company's current financial situation.

PKP CARGO S.A. has been subject to reorganization proceedings since July 25, 2024, and therefore the Company's situation must be assessed as requiring appropriate action. The ongoing restructuring efforts and the settlement proposals developed as part of the ongoing proceedings provide reasonable grounds to expect that the Company's situation will improve, its debt will be reduced, and the capital raised will enable PKP CARGO S.A. to conduct its business in a stable and sustainable manner in the coming years. However, this requires the implementation of specific measures, the success of which will not be possible without the goodwill and support of the strategic shareholder. It is also crucial to have qualified and experienced employees and to ensure that the workforce remains engaged.

Employees and management are the Company's key asset in the context of its operations. Experienced employees and managers who are committed to the company often determine a business entity's competitive advantage and potential, representing its added value—a fact of which PKP CARGO S.A. is well aware. To underscore the importance of the role of the Company's employees and management in the success of the restructuring process and to recognize the employees' readiness to implement the post-restructuring strategy, the allocation of subscription warrants to employees and management appears to be a rational and economically justified action. Furthermore, it should be noted that as part of the ongoing restructuring, decisions will be necessary that require greater commitment from employees and management than has been the case to date. The granting of subscription warrants is intended to motivate employees to continue their efforts.

The granting of subscription warrants to the strategic shareholder—PKP S.A.—is also in the Company's best interest. This is because it serves as an incentive to support the proposed resolutions, which are part of the restructuring measures, thereby increasing the likelihood of a successful conclusion to this process. The process of recapitalizing the Company, including the issuance of shares as part of a debt-for-equity swap within the restructuring proceedings and as part of a standard share capital increase, involves the possibility of a change in the Company's ownership structure. PKP S.A. does not intend to increase the degree of control it exercises over the Company, while wishing to maintain its current level of participation in the Company's share capital and total number of votes. The instrument enabling the realization of these objectives is the issuance of subscription warrants. Given that the ownership structure may change as a result of a series of events inherent in the planned restructuring process—in particular, the conversion of debt into shares in connection with the proposed composition agreements, the exercise of rights to subscribe for shares incorporated in warrants by employees, or the so-called "forked" share issuance — ensuring that PKP S.A. maintains its current position is in the Company's interest. PKP S.A.'s current stake in the Company's share capital guarantees stability and predictability, ensuring the prospect of sustainable development and the successful completion of the restructuring process. Given that the ownership structure may change as a result of a number of events inherent in the planned restructuring process—in particular, the conversion of debt into equity in connection with the proposed composition agreements, the exercise of rights to subscribe for shares incorporated in warrants by employees, or the so-called "forked" share issuance — ensuring that PKP S.A. maintains its current position is in the Company's best interest. PKP S.A.'s current stake in the Company's share capital guarantees stability and predictability, ensuring prospects for sustainable development and the successful completion of the restructuring process. Given PKP S.A.'s current status, it is practically impossible to adopt the resolutions necessary to carry out the planned corrective measures—including the Company's recapitalization—without its approval and support. Furthermore, the presence of a strategic shareholder, much like retaining committed and experienced employees, represents added value for the Company in terms of its long-term growth.

The resolution on the issuance of subscription warrants and the conditional increase in share capital will be accompanied by a resolution amending the Articles of Association and waiving preemptive rights. The need to amend the Articles of Association is intrinsically linked to the conditional increase in share capital, constituting a legal requirement functionally related to it. On the other hand, the exclusion of preemptive rights is dictated by the assumptions and purpose of the warrants being issued. In connection with the issuance of subscription warrants intended for employees and PKP S.A., it is necessary to exclude preemptive rights. Article 433

§ 1 of the Commercial Companies Code generally provides for shareholders’ preemptive right to subscribe for any financial instruments that incorporate the right to subscribe for shares. Thus, without the exclusion of the preemptive right, the entire issuance of warrants and the options to subscribe for shares contained therein would be available to current shareholders. Consequently, the plan to allocate warrants to employees, management, and the strategic shareholder—necessary for the effective implementation of the restructuring—would not be feasible. For these reasons, the exclusion of preemptive rights for Series X subscription warrants and the Series M shares obtainable upon the exercise of such warrants is necessary. Given that Series M shares are intended for entities that generate added value for the Company’s strategy and operations and whose involvement in the Company’s affairs is critical to its long-term development, the issue price of the shares. Given that Series M shares are intended for entities that generate added value for the Company’s strategy and operations, and whose involvement in the Company’s affairs is critical to its long-term development, the issue price of Series M shares has been set at an amount equal to their par value.

The warrants granted will not serve as a means to enrich or strengthen the strategic shareholder’s control, but rather to maintain its current position in the Company and to secure its consent to the proposed arrangements and all actions envisaged as part of the planned restructuring. In contrast, the warrants granted to employees and management, by binding them to the Company, provide the Company with the assurance of having the necessary resources for its operations.

Item 7 on the agenda of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring

Resolution No. ……./2026
of the Extraordinary General Meeting
of PKP CARGO S.A. under restructuring
dated ……………. 2026

regarding: **<u>an increase in the share capital, a restriction on preemptive rights by excluding PKP S.A. from such rights, and amendments to the Company's Articles of Association.</u>**

Pursuant to Article 431(1) in conjunction with Article 430(1) of the Act of September 15, 2000—Commercial Companies Code ("**CCC**"), Article 432 of the CCC, and Article 433(2) of the CCC, The Extraordinary General Meeting of Shareholders of PKP CARGO S.A. under restructuring (hereinafter referred to as: "**the Company**") hereby resolves as follows:

§ 1. Increase in share capital

1. The Company's share capital is increased within a range, i.e., by an amount not less than PLN 55,000,000 (in words: fifty-five million zlotys) and not more than PLN 90,020, 751 PLN (in words: ninety million twenty thousand seven hundred fifty-one zlotys).
2. The share capital will be increased through the issuance of between 55,000,000 (in words: fifty-five million) and 90,020,751 (in words: ninety million twenty thousand seven hundred fifty-one) Series N ordinary bearer shares with a par value of 1 PLN (in words: one zloty).
3. The issue price of Series N shares under the preemptive right is the greater of: either PLN 12 (in words: twelve zlotys), or 80% of the volume-weighted average price of 1 share over 50 consecutive trading days on the regulated market of the Warsaw Stock Exchange, the last of which falls on December 16, 2026—per share. In the case of subscription for shares outside the rights offering, the price is determined by the order book mechanism, with the price indicated in the preceding sentence being the minimum price.
4. Series N shares will be subscribed to exclusively in exchange for cash contributions made in full prior to the allocation of the shares.
5. 5. The issuance of Series N shares will be conducted through a subscription offered first to existing shareholders, with the exception of the shareholder Polskie Koleje Państwowe S.A. (hereinafter: **"PKP S.A."**), which is entirely excluded from preemptive rights in connection with this issuance. In the event that existing shareholders do not subscribe for shares in an amount corresponding to the maximum amount of the share capital increase, the remaining shares may be allocated by the Management Board, pursuant to Article 436 § 4 of the Commercial Companies Code, to third parties who have expressed a willingness to subscribe for shares in the event that existing shareholders do not take up all the shares.
6. The issuance of Series N shares will be conducted through a public offering of securities following the approval of the prospectus by the Polish Financial Supervision Authority.

7. Series N shares shall be entitled to dividends under the following conditions:
   a. Series N shares allocated or recorded for the first time in a securities account no later than the dividend date set in the resolution of the General Meeting of Shareholders regarding the distribution of profits shall be entitled to dividends starting from the profits for the previous fiscal year, i.e., from January 1 of the fiscal year immediately preceding the year in which such shares were issued or first recorded in a securities account,
   b. Series N shares issued or recorded for the first time in a securities account on a date following the dividend record date set forth in the resolution of the General Meeting of Shareholders regarding the distribution of profits are entitled to dividends starting with the profits for the fiscal year in which such shares were issued or recorded for the first time in a securities account, i.e., as of January 1 of that fiscal year.
8. Series N shares will be dematerialized and held in securities accounts.
9. The Extraordinary General Meeting of Shareholders authorizes the Company's Management Board to set the opening and closing dates for the subscription, in accordance with applicable law.
10. Pursuant to Article 432 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders authorizes the Company's Management Board to determine the final amount by which the share capital is to be increased and the issue price, within the limits set forth in this resolution by the Extraordinary General Meeting of Shareholders.
11. With respect to shares other than those held by PKP S.A., the record date for subscription rights is set for December 23, 2026 (in words: the twenty-third of December two thousand twenty-six). The shareholders entitled to subscription rights for new shares will be determined as of that date.
12. Preemptive rights will entitle the holder to subscribe for 3 (in words: three) shares for each share held.

§ 2. Forfeiture of preemptive rights

1. The preemptive right is limited in such a way that, with respect to one shareholder—PKP S.A.—it is entirely excluded in relation to all shares held by that shareholder.
2. The forfeiture of preemptive rights occurs with the consent of the shareholder concerned.
3. The waiver of preemptive rights is justified by the planned restructuring of the Company and is in the best interests of the Company, as well as its shareholders, creditors, and potential investors.
4. The specific reasons and grounds for the exclusion of preemptive rights are set forth in the attached opinion justifying the reasons for the exclusion of preemptive rights, submitted by the Management Board. The General Meeting of Shareholders, bearing in mind that the exclusion of preemptive rights was agreed upon with the shareholder concerned, as well as the need to secure his support for the restructuring process, concurs with the arguments presented therein.

§ 3. Amendment to the Company's Articles of Incorporation

The Company's Articles of Association are amended as follows: § 6, titled "Share Capital," paragraph 1, shall read as follows:

„The Company's share capital amounts to PLN 44,786,917.00 (in words: forty-four million seven hundred eighty-six thousand nine hundred 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"

shall read as follows:

„The Company's share capital amounts to not less than PLN 99,786,917 (in words: ninety-nine million seven hundred eighty-six thousand nine hundred seventeen zlotys) and not more than PLN 134,807,668 (in words: one hundred thirty-four million eight hundred seven thousand six hundred sixty-eight 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 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;

4) from 55,000,000 (in words: fifty-five million) to 90,020,751 (in words: ninety million twenty thousand seven hundred fifty-one) Series N bearer shares with a par value of PLN 1.00 (in words: one zloty 00/100) each."

§ 4. Final Provisions

1. The Extraordinary General Meeting of Shareholders authorizes the Company's Management Board to determine the specific terms and conditions of the issuance, including the issuance price, to the extent that they have not been specified in this Resolution, and to take all legal and practical steps necessary to increase the Company's share capital pursuant to this Resolution.
2. This resolution shall take effect on the date of its adoption, provided that the increase in the Company's share capital and the amendment to the Company's Articles of Association shall take effect on the date of entry in the Register of Entrepreneurs of the National Court Register.

<u>REASONS FOR THE RESOLUTION:</u>

The adoption of a resolution regarding an increase in the share capital, the restriction of preemptive rights by excluding them with respect to the strategic shareholder—PKP S.A.—

and amendments to the Company's Articles of Association is closely linked to the current financial situation of PKP CARGO S.A. under restructuring and the ongoing rehabilitation proceedings.

Despite the stabilization of the Company's financial situation, it continues to face difficulties resulting from past debt and the ongoing restructuring process. The measures being taken aim to improve the profitability of its operations and indicate the possibility of achieving long-term and stable business operations. To this end, it is necessary for PKP CARGO S.A. under restructuring to raise additional capital, which will enable the full repayment of liabilities and, consequently, the completion of the restructuring process. The funds raised through the share issuance, in addition to debt repayment, will be used by the Company in part for investments, serving as a stimulus and catalyst for the new phase of PKP CARGO S.A.'s operations under restructuring.

The proposed composition agreements provide for a significant reduction in debt, which will result both from the write-off of a portion of the liabilities and the conversion of a portion of the claims into shares. The remaining debt will be repaid in accordance with the composition agreement adopted and approved by the court.However, to make this possible, it is necessary to raise capital.

The capital raised may be equity or debt. In the event that the Company is in debt, raising debt capital would essentially amount to merely refinancing the debt, as such capital—raised, for example, by taking out a loan or issuing bonds—is always subject to repayment. Although difficult, such a move could only result in postponing the repayment obligation to a later date, rather than providing a definitive and systemic solution to the problem at hand. Furthermore, given the Company's current financial situation, raising debt capital would be extremely costly. Potential creditors, including in particular financial institutions, analyze the full set of circumstances on the part of the entity seeking financing when deciding whether to provide financing. Such an analysis serves to assess the risk associated with providing financing. The greater the risk exposure, the higher the costs of obtaining financing. By charging a higher interest rate, the lender compensates for the higher level of risk it assumes. In other words, risk exposure determines the costs of raising debt capital.Assessing the risks associated with granting a loan involves economic, legal, and psychological factors. Among the latter, potential creditors will certainly take into account the very fact that restructuring proceedings are underway. Despite the Company's recent improvement, the mere fact that rehabilitation proceedings are underway acts as a unique deterrent. Based on this circumstance, potential creditors may express reluctance to provide financing, which could only be overcome by substantial compensation in the form of significantly higher interest rates for the financing. Such higher interest rates would serve as compensation for assuming greater risk exposure. In the case of PKP CARGO S.A. under restructuring, the Company would bear these costs; by raising debt capital, it would have to pay high interest rates, which would reduce the profitability of its operations. This approach does not seem optimal, as it could potentially contribute to an increase in the Company's total debt. Given that debt capital is repayable, and considering the need to add significant interest as compensation for providing it, the Company's total liabilities would increase.Thus, raising debt capital would not only fail to provide a comprehensive and systemic solution to the Company's problems, but could actually exacerbate them. Therefore, it does not appear to be in the Company's best interests.

For the reasons outlined above, the decision to increase the Company's equity appears to be a reasonable solution. Equity—led by the share capital—is non-refundable. As such, it becomes an integral part of the Company, intrinsically linked to its legal entity and assets. Therefore, allocating the raised equity capital toward the partial repayment of the Company's liabilities constitutes a significant element of the debt relief process for PKP CARGO S.A. Such an approach does not merely postpone the problem; rather, it represents a genuine means of definitive debt relief. Increasing equity capital will enable the definitive debt relief of the Company. Furthermore, it does not entail the high costs associated with raising debt capital. Financing related to an equity increase does not require the payment of interest on the capital received. Thus, not only do the funds raised not need to be repaid, but their acquisition also does not entail the need to pay interest on that capital. In return, those providing the capital become shareholders or increase their existing level of capital involvement in the corporation, thereby participating in the benefits of its subsequent growth and development. For these reasons, restructuring through an equity increase appears to be a justified way to conclude the restructuring process.

The process of increasing share capital is complex and subject to various risks, some of which are difficult to predict. Consequently, at the time a resolution to increase share capital is adopted, it is difficult to estimate the demand for the shares to be issued with complete precision from an ex ante perspective. At the same time, failing to reach the pre-determined issuance threshold would result in the entire issuance falling through and the share capital increase failing to take effect, thereby undermining the entire restructuring process. Therefore, to prevent this type of risk, it was decided to increase the share capital within a range, i.e., between PLN 55,000,000.00 (in words: fifty-five million zlotys) and PLN 90,020,751.00 (in words: ninety million twenty thousand seven hundred fifty-one zlotys). This will allow—assuming an issue price at the minimum level of at least PLN 12—for the raising of up to PLN 1,080,249,012.00 (in words: one billion eighty million two hundred forty-nine thousand twelve zlotys). The range-based share capital increase introduces flexibility, creating a sort of safety valve that protects against the risk of difficulties in estimating demand at the stage of adopting the resolution on the increase and the risks of unforeseeable circumstances arising during the share subscription and the entire issuance process. For these reasons, a range-based capital increase appears to be a justified and well-considered measure.

When adopting a resolution to increase the capital, a resolution is simultaneously adopted to amend the articles of incorporation and to restrict preemptive rights by excluding them with respect to the strategic shareholder—PKP S.A. The necessity to amend the articles of association stems directly from the provisions of the law—Article 431 § 1 of the Commercial Companies Code—and is inherent in the legal structure of a joint-stock company, which is based on share capital constituting an integral part of the company's articles of association (Article 304 § 1(4) of the Commercial Companies Code). However, the need to limit preemptive rights by excluding them with respect to the strategic shareholder is linked to the assumptions underlying the planned restructuring measures. In accordance with the planned assumptions, the controlling shareholder will receive subscription warrants in order to maintain its current position in the shareholder structure, in exchange for consenting to the planned restructuring measures and continuing to support the Company. The presence of the main strategic shareholder and their support for the restructuring serve as a guarantee of the stability of the entire undertaking. The waiver of PKP S.A.'s preemptive rights is dictated by the need to carry out a capital injection in a manner that ensures the effectiveness of the restructuring measures, while maintaining the stability of the Company's ownership structure. PKP S.A. has approved the planned share issuances by the Company on the condition that it maintains its percentage stake in the Company's capital. This solution serves to ensure the strategic shareholder's support for the restructuring process and the raising of new capital, which is in the best interests of the Company and all of its shareholders. Full preemptive rights are maintained for the remaining shareholders, which ensures they have the opportunity to subscribe to new shares in the increased share capital and to participate in the benefits of completing the Company's restructuring process and its operations free of liabilities from previous years.

The waiver of PKP S.A.'s preemptive rights is dictated by the need to carry out a capital injection in a manner that ensures the effectiveness of the restructuring measures, while maintaining the stability of the Company's ownership structure. PKP S.A. has approved the planned share issuances by the Company on the condition that it maintains its percentage stake in the Company's capital. This solution serves to ensure the strategic shareholder's support for the restructuring process and the raising of new capital, which is in the best interests of the Company and all of its shareholders. Full preemptive rights are maintained for the remaining shareholders, which ensures they have the opportunity to subscribe to new shares in the increased share capital and to participate in the benefits of completing the Company's restructuring process and its operations free of liabilities from previous years. The waiver of PKP S.A.'s preemptive rights is dictated by the need to carry out a capital injection in a manner that ensures the effectiveness of the restructuring measures, while maintaining the stability of the Company's ownership structure. PKP S.A. has approved the planned share issuances by the Company on the condition that it maintains its percentage stake in the Company's capital. This solution serves to ensure the strategic shareholder's support for the restructuring process and the raising of new capital, which is in the best interests of the Company and all of its shareholders. Full preemptive rights are maintained for the remaining shareholders, which ensures they have the opportunity to subscribe to new shares in the increased share capital and to participate in the benefits of completing the Company's restructuring process and its operations free of liabilities from previous years. Spółki.