

Item 3 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: the election of the Chair of the Annual General Meeting.

§ 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 Annual General Meeting elects Ms./Mr. as Chair of the Ordinary General Meeting of PKP CARGO S.A. under restructuring, convened for June 19, 2026.

§ 2

This resolution shall take effect on the date of its adoption.

REASONS FOR THE RESOLUTION:

Pursuant to Article 409 § 1 of the Commercial Companies Code, a Chairperson shall be elected from among the persons entitled to participate in the Ordinary General Meeting. Accordingly, the adoption of this resolution is of a procedural nature and is necessary for the proper organization and conduct of the General Meeting. However, this draft resolution will be put to a vote only if the President of the Management Board does not exercise the right to appoint the Chairperson of the General Meeting, as provided for in § 10(1) of the Articles of Association of PKP CARGO S.A.

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

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **approval of the agenda.**

§ 1

The following agenda is adopted for the Ordinary General Meeting of PKP CARGO S.A. under restructuring, convened for June 19, 2026 (“Ordinary General Meeting”):

1. Opening of the Ordinary General Meeting.
2. Preparation of the attendance list.
3. Adoption of a resolution on the election of the Chairperson of the Ordinary General Meeting.
4. Confirmation that the Ordinary General Meeting was properly convened and is competent to adopt resolutions.
5. Adoption of the agenda.
6. Review and approval (adoption of a resolution) of the Separate Financial Statements of PKP CARGO S.A. under restructuring for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.
7. Consideration and approval (adoption of a resolution) of the Consolidated Financial Statements of the PKP CARGO S.A. Capital Group under restructuring for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.
8. Adoption of a resolution regarding the distribution of profit reported in the Separate Financial Statements of PKP CARGO S.A. under restructuring for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.
9. Consideration and approval (adoption of a resolution) of the Management Board’s Report on the operations of PKP CARGO S.A. under restructuring and the PKP CARGO S.A. Capital Group under restructuring for the year 2025.
10. Consideration and approval (adoption of a resolution) of the Report on the Activities of the Supervisory Board of PKP CARGO S.A. under restructuring for the year 2025.
11. Adoption of resolutions on the discharge of the members of the Management Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.
12. Adoption of resolutions on the discharge of the members of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.
13. Adoption of resolutions on the appointment to the Supervisory Board of PKP CARGO S.A. under restructuring for the 9th term of members meeting the independence criteria.
14. Adoption of resolutions regarding amendments to the Articles of Association of PKP CARGO S.A.
15. Adoption of a resolution regarding the review of the “Report on the Remuneration of Members of the Management Board and Supervisory Board of PKP CARGO S.A. under restructuring for the year 2025.”
16. Adoption of a resolution regarding the update and approval of amendments to the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”
17. Miscellaneous matters.
18. Closing of the meeting.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 409 § 2 of the Commercial Companies Code and § 10(1) of the Rules of Procedure of the General Meeting of PKP CARGO S.A., the Chair of the General Meeting presides over the proceedings and ensures that they proceed smoothly in accordance with the adopted agenda. He may not, without the consent of the General Meeting, remove or change the order of items on the agenda. The agenda included in the draft resolution was proposed by the Management Board. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted on matters not included in the agenda unless the entire share capital is represented at the General Meeting and none of the attendees has raised an objection to the adoption of the resolution.

In light of the above, the adoption of this resolution is of a procedural nature and is necessary for the proper organization of the Annual General Meeting.

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

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: the approval of the Separate Financial Statements of PKP CARGO S.A. under restructuring for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.

Pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, in conjunction with § 12(1) of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Approves, after its review, the Separate Financial Statements of PKP CARGO S.A. under restructuring for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS, consisting of:

- 1) the statement of profit or loss and other comprehensive income for the period from January 1, 2025, to December 31, 2025, showing a net profit of PLN 73.7 million (in words: seventy-three million seven hundred thousand zlotys) and total comprehensive income of PLN 49.7 million (in words: forty-nine million seven hundred thousand zlotys);
- 2) the statement of financial position as of December 31, 2025, with total assets, equity, and liabilities amounting to PLN 5,572.6 million (in words: five billion five hundred seventy-two million six hundred thousand zlotys);
- 3) the statement of changes in equity for the period from January 1, 2025 to December 31, 2025, showing an increase in equity of PLN 49.7 million (in words: forty-nine million seven hundred thousand zlotys);
- 4) the statement of cash flows for the period from January 1, 2025 to December 31, 2025, showing a decrease in cash of PLN 230.2 million (in words: two hundred thirty million two hundred thousand zlotys);
- 5) supplementary information containing significant accounting policies and other explanatory notes to the Separate Financial Statements of PKP CARGO S.A. under restructuring for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 393 § 1(1) of the Commercial Companies Code and Article 395 § 2(3) of the Commercial Companies Code, the Separate Financial Statements for the fiscal year beginning on January 1, 2025, and ending on December 31, 2025, are subject to review and approval by the Annual General Meeting.

The Supervisory Board of PKP CARGO S.A. under restructuring, by Resolution No.376/VIII/2026 of April 28, 2026, positively assessed the aforementioned report with respect to its compliance with the books and documents, as well as with the actual state of affairs. In light of the foregoing, it is necessary to submit the draft of this resolution to the Ordinary General Meeting for the purpose of approving the Separate Financial Statements.

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

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **the approval of the Consolidated Financial Statements of the PKP CARGO S.A. Capital Group (under restructuring) for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.**

Pursuant to Article 393(1), Article 395 § 2(1), and Article 395 § 5 of the Commercial Companies Code, in conjunction with § 12(1) of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Approves, following its review, the Consolidated Financial Statements of the PKP CARGO S.A. Capital Group (under restructuring) for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS, consisting of:

- 1) the consolidated statement of profit or loss and other comprehensive income for the period from January 1, 2025, to December 31, 2025, showing a net profit of PLN 39.4 million (in words: thirty-nine million four hundred thousand zlotys) and total comprehensive income of 30.3 million zlotys (in words: thirty million three hundred thousand zlotys);
- 2) the consolidated statement of financial position as of December 31, 2025, with total assets, equity, and liabilities amounting to PLN 6,252.2 million (in words: six billion two hundred fifty-two million two hundred thousand zlotys);
- 3) the consolidated statement of changes in equity for the period from January 1, 2025, to December 31, 2025, showing an increase in equity of PLN 30.3 million (in words: thirty million three hundred thousand zlotys);
- 4) the consolidated statement of cash flows for the period from January 1, 2025, to December 31, 2025, showing a decrease in cash of PLN 160.7 million (in words: one hundred sixty million seven hundred thousand zlotys);
notes to the financial statements, containing significant accounting policies and other explanatory information for the Consolidated Financial Statements of the PKP CARGO S.A. Capital Group under restructuring for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 5 of the Commercial Companies Code, the agenda of the Ordinary General Meeting may also include the review and approval of the financial statements of the capital group as defined by accounting regulations, as well as matters other than those listed in § 2 of the aforementioned article. The Supervisory Board of PKP CARGO S.A. under restructuring, by Resolution No. 376/VIII/2026 of April 28, 2026, approved the aforementioned financial statements for the fiscal year beginning January 1, 2025, and ending on December 31, 2025, in terms of its conformity with the books and documents, as well as with the actual state of affairs.

In light of the foregoing, it is necessary to submit the draft of this resolution to the Ordinary General Meeting for the purpose of approving the Consolidated Financial Statements.

Item 8 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **the distribution of net profit reported in the Separate Financial Statements of PKP CARGO S.A. for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS.UE.**

Pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 12(1) of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

The net profit of PLN 73,669,861.84 (in words: seventy-three million six hundred sixty-nine thousand eight hundred sixty-one zlotys and 84/100) as reported in the Separate Financial Statements for the fiscal year ended December 31, 2025, prepared in accordance with EU IFRS, shall be allocated in full to the supplementary capital.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 396 § 1 of the Commercial Companies Code, the Company is required to allocate at least 8% of the profit for a given fiscal year to the reserve capital until the reserve capital reaches at least one-third of the entity's share capital.

The Company's Management Board, taking into account:

- the requirements of the Commercial Companies Code,
- the liquidity situation of the PKP CARGO S.A. Capital Group under restructuring,
- the investment needs of the PKP CARGO S.A. Capital Group under restructuring,
- the cost and the possibility of obtaining financing by the PKP CARGO S.A. Capital Group under restructuring in accordance with Article 395 § 2(2) of the Commercial Companies Code in connection with the profit recorded in the 2025 fiscal year, recommended allocating it in full to the Company's reserve capital. The Supervisory Board of PKP CARGO S.A. under restructuring, by Resolution No. 377/VIII/2026 of

April 28, 2026, approved the Management Board's motion and issued a recommendation to the Annual General Meeting regarding the allocation of the entire profit to the Company's reserve capital.

In light of the above, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the purpose of distributing the profit.

Item 9 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **Approval of the Management Board's Report on the Operations of PKP CARGO S.A. under restructuring and the PKP CARGO S.A. Capital Group under restructuring for the year 2025.2025.**

Pursuant to Article 393(1), Article 395 § 2(1), and Article 395 § 5 of the Commercial Companies Code, in conjunction with § 12(1) of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Approves, after reviewing it, the Management Board's Report on the operations of PKP CARGO S.A. under restructuring and the PKP CARGO S.A. Capital Group under restructuring for the year 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(1) of the Commercial Companies Code, the agenda of the Annual General Meeting should include the review and approval of the management board's report on the company's operations for the previous fiscal year. However, pursuant to Article 55(2a) of the Accounting Act, the report on the activities of the capital group may be prepared together with the report on the activities of the parent company as a single report. Exercising this right, the Company has prepared a single report on the activities of the Company and the PKP CARGO S.A. Capital Group for the year 2025. This report also includes the Sustainability Report of the PKP CARGO S.A. Capital Group under restructuring.

In light of the above, it is necessary to submit the draft of this resolution to the Ordinary General Meeting for the purpose of approving the Management Board's Report on the operations of PKP CARGO S.A. under restructuring and the PKP CARGO S.A. Capital Group under restructuring.

Item 10 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **Approval of the Report on the Activities of the Supervisory Board of PKP CARGO S.A. under restructuring for the year 2025.**

Pursuant to Article 382 § 3(3) and Article 395 § 5 of the Commercial Companies Code, in conjunction with §12(1) of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Approves, following its review, *the Report on the Activities of the Supervisory Board of PKP CARGO S.A. under restructuring for the year 2025.*

§ 2

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

REASONS FOR THE RESOLUTION:

The requirement to present the Supervisory Board's activity report and have it approved by the Annual General Meeting stems from Article 382 § 3(3) of the Commercial Companies Code and Principle No. 2.11 of the corporate governance code "Good Practices of Companies Listed on the Warsaw Stock Exchange 2021."

In light of the above, it is necessary to submit a draft of this resolution to the Ordinary General Meeting for the purpose of approving the Report on the Activities of the Supervisory Board of PKP CARGO S.A. under restructuring.

Item 11 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as Acting President of the Management Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge from her duties to Ms. Monika Starecka – Member of the Supervisory Board of PKP CARGO S.A. under restructuring, for the period from January 1, 2025, to January 25, 2025, delegated to temporarily perform the duties of the Member of the Management Board for Finance of PKP CARGO S.A. under restructuring, and during the period from December 23, 2025, to December 31, 2025, delegated to temporarily perform the duties of President of the Management Board of PKP CARGO S.A. under restructuring.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to the members of the company's governing bodies for the performance of their duties. The Supervisory Board of PKP CARGO S.A. under restructuring, after analyzing and evaluating the financial statements and the report on the activities of the capital group, by Resolution No. 386/VIII/2026 of May 19, 2026, requested the Ordinary General Meeting to grant discharge to Ms. Monika Starecka.

In light of the above, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of the duties of the President of the Management Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 11 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as President of the Management Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Ms. Agnieszka Wasilewska-Semail - Chairwoman of the Management Board of PKP CARGO S.A. under restructuring, for the performance of her duties during the period from January 20, 2025, to December 22, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to the members of the company's governing bodies for the performance of their duties. The Supervisory Board of PKP CARGO S.A. under restructuring, after analyzing and evaluating the financial statements and the report on the activities of the capital group, by Resolution No. 382/VIII/2026 of May 19, 2026, requested the Ordinary General Meeting to grant discharge to Ms. Agnieszka Wasilewska – Semail.

In light of the above, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of the duties of the President of the Management Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 11 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Management Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge from the performance of duties to Mr. Paweł Miłek:

- 1) Member of the Management Board of PKP CARGO S.A. under restructuring, acting as President of the Management Board of PKP CARGO S.A. under restructuring from January 1, 2025, to January 19, 2025,
- 2) Vice President and Member of the Management Board of PKP CARGO S.A. under restructuring for the period from January 20, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to the members of the company's governing bodies for the performance of their duties. The Supervisory Board of PKP CARGO S.A. under restructuring, after analyzing and evaluating the financial statements and the report on the activities of the capital group, by Resolution No. 384/VIII/2026 of May 19, 2026, requested the Ordinary General Meeting to grant discharge to Mr. Paweł Miłek.

In light of the above, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by the President of the Management Board of PKP CARGO S.A. under restructuring and the Vice President – Member of the Management Board for Restructuring of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 11 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Management Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Artur Warsocki - member of the Management Board of PKP CARGO S.A. under restructuring for the performance of his duties during the period from February 1, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to the members of the company's governing bodies for the performance of their duties. The Supervisory Board of PKP CARGO S.A. under restructuring, having analyzed and evaluated the financial statements and the report on the activities of the capital group, by Resolution No. 383/VIII/2026 of May 19, 2026, requested the Ordinary General Meeting to grant discharge to Mr. Artur Warsocki.

In light of the above, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of the resolution constitutes a positive assessment of the performance of the duties of the Member of the Management Board for Commercial Affairs of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 11 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Management Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Sebastian Miller—a member of the Management Board of PKP CARGO S.A. under restructuring—for the performance of his duties during the period from January 1, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Annual General Meeting includes the granting of discharge to the members of the company's governing bodies for the performance of their duties. The Supervisory Board of PKP CARGO S.A., having analyzed and evaluated the financial statements and the report on the activities of the capital group, by Resolution No. 387/VIII/2026 of May 19, 2026, requested the Ordinary General Meeting to grant discharge to Mr. Sebastian Miller.

In light of the above, it is necessary to submit a draft of this resolution for consideration by the Annual General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of the duties of the Member of the Management Board for Operations of PKP CARGO S.A. under the restructuring process during the last fiscal year

Item 11 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Management Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Michał Łotoszyński - member of the Management Board of PKP CARGO S.A. under restructuring for the performance of his duties during the period from February 17, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to the members of the company's governing bodies for the performance of their duties. The Supervisory Board of PKP CARGO S.A. under restructuring, having analyzed and evaluated the financial statements and the report on the activities of the capital group, by Resolution No. 385/VIII/2026 of May 19, 2026, requested the Ordinary General Meeting to grant discharge to Mr. Michał Łotoszyński.

In light of the above, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of the duties of the Member of the Management Board for Finance of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as Chairman of the Supervisory Board of PKP CARGO S.A. under restructuring for the fiscal year 2025.**

Pursuant to Article 393(1) in conjunction with Article 395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Władysław Szczepkowski, Chairman of the Supervisory Board of PKPCARGO S.A. under restructuring, for the performance of his duties during the period from January 1, 2025, to January 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: discharge from liability for the performance of duties as Chairman of the Supervisory Board of PKP CARGO S.A. under restructuring for the fiscal year 2025.

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge from the performance of duties to Mr. Bogusław Nadolnik – member of the Supervisory Board of PKP CARGO S.A. under restructuring for the period from January 1, 2025, to February 5, 2025, and as Chairman of the Supervisory Board of PKP CARGO S.A. under restructuring for the period from February 6, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as Vice Chairman of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Marcin Wojewódka - member of the Supervisory Board of PKP CARGO S.A. under restructuring for the period from January 1, 2025, to January 12, 2025, and as Vice Chairman of the Supervisory Board of PKP CARGO S.A. under restructuring for the period from January 13, 2025, to December 11, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge from liability to Ms. Monika Starecka, a member of the Supervisory Board of PKP CARGO S.A. under restructuring, for the period from January 1, 2025, to December 31, 2025, including the period from December 23, 2025, to December 31, 2025, during which she was seconded to temporarily perform the duties of President of the Management Board of PKP CARGO S.A. under restructuring.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Michał Wnorowski, a member of the Supervisory Board of PKP CARGO S.A. under restructuring, for the performance of his duties during the period from January 1, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Ms. Marzena Piszczek, a member of the Supervisory Board of PKPCARGO S.A. under restructuring, for the performance of her duties during the period from January 1, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Robert Stępień, a member of the Supervisory Board of PKP CARGO S.A. under restructuring, for the performance of his duties during the period from January 1, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Piotr Babski, a member of the Supervisory Board of PKP CARGO S.A. under restructuring, for the performance of his duties during the period from February 3, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Tomasz Pietrk, a member of the Supervisory Board of PKP CARGO S.A. under restructuring, for the performance of his duties during the period from May 7, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 12 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **discharge from liability for the performance of duties as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the 2025 fiscal year.**

Pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Grants discharge to Mr. Jacek Męcina, a member of the Supervisory Board of PKP CARGO S.A. under restructuring, for the performance of his duties during the period from December 29, 2025, to December 31, 2025.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the agenda of the Ordinary General Meeting includes the granting of discharge to members of the company's governing bodies for the performance of their duties.

In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

The adoption of this resolution constitutes a positive assessment of the performance of duties by a Member of the Supervisory Board of PKP CARGO S.A. under restructuring during the last fiscal year.

Item 13 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **Appointment of members who meet the independence criteria to the Supervisory Board of PKP CARGO S.A. under restructuring for the 9th term.**

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 19(1) of the Articles of Association of PKP CARGO S.A., in conjunction with § 20 of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

I hereby appoint as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the joint ninth term of the Supervisory Board of PKP CARGO S.A. under restructuring.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board consists of at least three members, and in public companies, at least five members, who are appointed and dismissed by the general meeting. Article 385 § 2 of the Commercial Companies Code states that the articles of association may provide for a different method of appointing or dismissing members of the supervisory board. Pursuant to § 19(1) in conjunction with § 20 of the Articles of Association of PKP CARGO S.A., at least two members of the Supervisory Board should meet the criteria of independence from the Company and entities having significant ties to the Company.

In connection with the expiration of the 8th term of the Company’s Supervisory Board, it is appropriate to appoint members who meet the independence criteria to the Supervisory Board of PKP CARGO S.A. under restructuring for a new 9th term.

In view of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

Item 13 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **Appointment to the Supervisory Board of PKP CARGO S.A. under restructuring for the 9th term of office of members who meet the independence criteria.**

Pursuant to Article 385(1) of the Commercial Companies Code and § 19(1) of the Articles of Association of PKP CARGO S.A., in conjunction with § 20 of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

I hereby appoint as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the joint ninth term of the Supervisory Board of PKP CARGO S.A. under restructuring.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board consists of at least three members, and in public companies, at least five members, who are appointed and dismissed by the general meeting. Article 385 § 2 of the Commercial Companies Code states that the articles of association may provide for a different method of appointing or dismissing members of the supervisory board. Pursuant to § 19(1) in conjunction with § 20 of the Articles of Association of PKP CARGO S.A., at least two members of the Supervisory Board should meet the criteria of independence from the Company and entities having significant ties to the Company.

In connection with the expiration of the 8th term of the Company's Supervisory Board, it is appropriate to appoint members who meet the independence criteria to the Supervisory Board of PKP CARGO S.A. under restructuring for a new 9th term.

In view of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

Item 13 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: Appointment to the Supervisory Board of PKP CARGO S.A. under restructuring for the 9th term of office of members who meet the independence criteria.

Pursuant to Article 385(1) of the Commercial Companies Code and § 19(1) of the Articles of Association of PKP CARGO S.A., in conjunction with § 20 of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

I hereby appoint as a member of the Supervisory Board of PKP CARGO S.A. under restructuring for the joint ninth term of the Supervisory Board of PKP CARGO S.A. under restructuring.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board consists of at least three members, and in public companies, at least five members, who are appointed and dismissed by the general meeting. Article 385 § 2 of the Commercial Companies Code states that the articles of association may provide for a different method of appointing or dismissing members of the supervisory board. Pursuant to § 19(1) of the Articles of Association of PKP CARGO S.A., the Supervisory Board consists of seven to nine members, who are appointed and dismissed by the General Meeting, subject to paragraphs 2 and 3 of § 19 and § 20 of the Company’s Articles of Association, which provide that at least two members of the Supervisory Board must meet the criteria of independence from the Company and entities having significant ties to the Company.

In connection with the expiration of the 8th term of the Company’s Supervisory Board, it is possible for the General Meeting to appoint a ninth member of the Supervisory Board of PKP CARGO S.A. under restructuring for a new 9th term.

In view of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting.

Item 14 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: the deletion of subparagraph “a2)” in Section 5(1)(3) of the Company’s Articles of Association

Pursuant to Article 430(1) of the Commercial Companies Code, in conjunction with § 12(1) of the Company’s Articles of Association, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

In § 5(1)(3), subparagraph “a2)” is deleted, which reads as follows:

“a2) other business and management consulting services (PKD – 70.22.Z),”

§ 2

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

REASONS FOR THE RESOLUTION:

Technical amendment.

The reason for the deletion of “propane” is that this business activity of the Company was included in the Articles of Association twice—the same PKD code also appears in § 5(1)(9)(i) of the Company’s Articles of Association.

Item 14 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: Amendment to Section 14(6)(9) of the Company's Articles of Association

Pursuant to Article 430(1) of the Commercial Companies Code, in conjunction with § 12(1) of the Company's Articles of Association, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Section 14(6)(9) of the Company's Articles of Association, as currently worded:

„9) the Nomination Committee shall adopt the minutes of the selection process; The Company shall make the content of the minutes of the selection procedure available to the public within 7 days of their adoption in the form and according to the rules specified in the Regulations on the Appointment of Management Board Members, including in the form of a current report and through publication on the Company's website;”

shall read as follows:

„9) the Nomination Committee shall adopt the minutes of the selection procedure;”.

§ 2

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

REASONS FOR THE RESOLUTION:

The proposed amendment to the Company's Articles of Association is related to the fact that the publication of the minutes of the selection procedure is not a statutory obligation that PKP CARGO S.A. under restructuring is required to fulfill. Waiving the publication of the minutes of the selection process does not affect the transparency of the selection process in any way, as the Company's Supervisory Board oversees the conduct of the selection process and may entrust the process to a professional human resources consulting firm.

Item 14 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: to delete point 10 of § 14(6) of the Company's Articles of Association

Pursuant to Article 430(1) of the Commercial Companies Code, in conjunction with § 12(1) of the Company's Articles of Association, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

1. In § 14(6), item 10, which reads as follows, is deleted:

„10) following any amendment to the Rules for the Appointment of Management Board Members, the nomination committee shall prepare a written report containing information on the amendments made;”

§ 2

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

REASONS FOR THE RESOLUTION:

The proposed amendment to Article 14(6) of the Articles of Association of PKP CARGO S.A. is intended to make the provisions of the Company's Articles of Association regarding the process of appointing members of the Management Board of PKP CARGO S.A. under restructuring more flexible. This amendment concerns changes to the Rules for Appointing Members of the Management Board of PKP CARGO S.A. and the Company's disclosure obligations following this process. In the Company's view, given that the Rules are publicly available on an ongoing basis on the Company's website, there is no justification for an additional procedure for notifying changes to this document. A second argument in favor of the proposed amendment is that the Company's Articles of Association should regulate only matters of fundamental importance to the Company, rather than detailing simple technical issues.

Item 14 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: amendments to Section 16(3)(2a) of the Company's Articles of Association

Pursuant to Article 430(1) of the Commercial Companies Code, in conjunction with § 12(1) of the Company's Articles of Association, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

§ Section 16(3)(2a) of the Company's Articles of Association, as currently worded:

„2a) establishing security other than that specified in point 2, with a value exceeding 50,000 zlotys;.”

shall read as follows

„2a) establishing security other than that specified in point 2, with a value exceeding:

- a) PLN 300,000, subject to subparagraph b);*
- b) PLN 2,000,000 in the case of establishing security for commercial transport contracts (including commercial offers) arising from the scope of the Company's business activities, as set forth in § 5(1)(1) of the Articles of Association;”.*

§ 2

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

REASONS FOR THE RESOLUTION:

Subsection (a):

In accordance with the Company's current internal regulations, the Company's Management Board's approval is required for the assumption of liabilities if the value of the liability is equal to or exceeds PLN 3,000,000 (gross amount), excluding services provided on the basis of price lists, tariffs, and sales rules adopted by the Management Board, as well as transport contracts (Section 5(1)(6) of the Management Board Regulations).

Thus, if the estimated value of the obligation is less than PLN 3,000,000, incurring it does not require a decision by the Company's Management Board in the form of a resolution.

The Company's experience shows that contracting authorities require the submission of a bid bond or performance bond in the amount of 3% to 10%; thus, assuming a liability is incurred with a value below PLN 3,000,000, the value of the security may amount to as much as PLN 300,000.

The requirement previously contained in the Company's Articles of Association to obtain the consent of the Company's Management Board in the form of a resolution for the Company to provide security in the form of a bid bond or performance bond, if its value exceeded PLN 50,000, resulted in the need to obtain the Company's Management Board's consent in the form

of a resolution solely due to the establishment of the security; otherwise, such an agreement would not have required the Company's Management Board's consent in the form of a resolution.

For example:
the value of the liability incurred is PLN 2,000,000,
collateral of 3% = PLN 60,000.

This kind of inconsistency in the Company's internal regulations prolongs and complicates the process of entering into contracts, including those related to the Company's business activities.

Increasing the minimum collateral amount requiring the Management Board's approval in the form of a resolution will allow for faster and more flexible Company operations, reduce bureaucracy, and at the same time will not affect the Company's financial security.

It follows from the above that setting a threshold of PLN 300,000 when the Company provides security in the form of bid bonds and performance bonds will ensure consistency and uniformity in the Company's process of obtaining Management Board approvals in the form of resolutions regarding matters broadly related to the Company's assumption of liabilities.

Subparagraph (b):

„b) PLN 2,000,000 in the case of establishing security for commercial transport contracts (including commercial offers) arising from the scope of the Company's business activities, as specified in § 5(1)(1) of the Articles of Association;”

Pursuant to the Company's current internal regulations, the consent of the Company's Management Board is required for incurring liabilities in connection with the conclusion of commercial transport contracts arising from the scope of the Company's business activities, as set forth in § 5(1)(1) of the Articles of Association, if the value of the liability is equal to or exceeds PLN 20,000,000 (gross amount) (§ 5(1)(7) of the Management Board Regulations).

Thus, if the estimated gross value of a commercial contract (offer) is less than PLN 20,000,000, the conclusion of the contract (submission of the offer) currently falls, as a rule, within the authority of the commercial department and is not subject to a decision by the Company's Management Board.

However, in the case of the aforementioned commercial contracts, regardless of their value, the consent of the Supervisory Board is not required (see § 25(3)(13) of the Company's Articles of Association). In other words, such contracts are not subject to a decision by the Company's Supervisory Board, as they directly stem from the Company's business activities and generate revenue for the Company, and are left to the discretion of the Company's Management Board.

The Company's experience shows that contracting authorities require the submission of a bid bond or performance bond in the amount of 3% to 10%; thus, assuming the conclusion of a commercial contract (submission of a bid) with a value below PLN 20,000,000, the value of the security may amount to PLN 2,000,000.

The requirement previously contained in the Company's Articles of Association to obtain the consent of the Company's Management Board for the Company to provide security in the form of a bid bond or performance bond, if its value exceeded PLN 50,000, resulted in the need to obtain the Management Board's consent in the form of a resolution solely due to the establishment of the security, as otherwise such an agreement would not require the Company's Management Board's consent in the form of a resolution. This type of

incompatibility in the Company's internal regulations prolongs and complicates the process of entering into agreements constituting the subject of the Company's business.

For example:

the value of the liability incurred is PLN 11,000,000,
collateral of 4% = PLN 440,000.

Increasing the minimum collateral amount requiring the Management Board's approval in the form of a resolution will allow for faster and more flexible Company operations, reduce bureaucracy, and at the same time will not affect the Company's financial security, as it concerns contracts that generate revenue for the Company.

It follows from the above that setting the security threshold at PLN 2,000,000 in situations where the Company provides security in the form of bid bonds and performance bonds will ensure consistency and uniformity in the Company's process of obtaining Management Board approvals in the form of resolutions regarding the conclusion of commercial contracts in a broadly defined scope. The inclusion of the phrase "(including commercial offers)" in the proposed provision stems from the fact that a bid bond is submitted in connection with an offer submitted in a given proceeding and is a condition for participation in the proceeding, whereas a commercial contract will be concluded if the Company's offer is selected as the most advantageous.

Item 14 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **the deletion of subparagraph (b) in § 25(3)(13) and the amendment of the wording of paragraph 13c of the Company's Articles of Association**

Pursuant to Article 430(1) of the Commercial Companies Code, in conjunction with § 12(1) of the Company's Articles of Association, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

1. Section 25(3)(13) of the Company's Articles of Association, as currently worded:

„13) granting consent to:

- a) the acquisition, disposal, or encumbrance by the Company of real property, perpetual usufruct rights, or an interest in real property or in perpetual usufruct rights with a limited real right,
- b) the subscription for, acquisition, or disposal of shares in another company, except for the subscription for shares in the increased share capital of the Company's subsidiaries,
- c) the acquisition or disposal by the Company of licenses or copyrights,
- d) the incurring of liabilities by the Company and the disposition of rights,
- e) the acquisition and disposal by the Company of fixed assets
- with a market value equal to or exceeding PLN 20,000,000 (twenty million), provided that in the case of entering into contracts for an indefinite period, the value of the Company's performance agreed upon in the contract or anticipated over a five-year period, except for the conclusion of contracts within the scope of the Company's business activities, as listed in § 5(1)(1) of the Articles of Association, including transport contracts, freight forwarding contracts, as well as contracts covering comprehensive traction and shunting services, subject to other provisions of the Articles of Association, including: § 25(3)(13a), (13b), (13c), (13d), § 12(4) and (5), and Article 90i(3) of the Act on Public Offerings;

shall read as follows

13) approving:

- a) the acquisition, disposal, or encumbrance by the Company of real property, perpetual usufruct rights, or an interest in real property or in perpetual usufruct rights,
- b) (deleted),
- c) the acquisition or disposal by the Company of licenses or copyrights,
- d) the incurring of liabilities and the disposition of rights by the Company,
- e) the acquisition and disposal by the Company of fixed assets
- with a market value equal to or exceeding PLN 20,000,000 (twenty million), provided that in the case of entering into contracts for an indefinite term, the value of the Company's performance agreed upon in the contract or anticipated over a five-year period, except for the conclusion of contracts within the scope of the Company's business activities, as listed in § 5(1)(1) of the Articles of Association, including transport contracts, freight forwarding contracts, as well as contracts covering

comprehensive traction and shunting services, subject to other provisions of the Articles of Association, including: § 25(3)(13a), (13b), (13c), (13d), § 12(4) and (5), and Article 90i(3) of the Act on Public Offerings;”.

2. *Section 25(3)(13c) of the Company’s Articles of Association, as currently worded:*

„13c) granting consent to the subscription for or acquisition of shares in another company with a value exceeding:

A) PLN 100 000 000 or

b) 10% of total assets as defined by the Accounting Act, determined on the basis of the most recent approved financial statements;

shall read as follows

13c) granting consent to the subscription for, acquisition, or disposal of shares in another company with a value exceeding:

a) PLN 100 000 000 or

b) 10% of total assets as defined by the Accounting Act, determined on the basis of the most recent approved financial statements;”.

§ 2

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

REASONS FOR THE RESOLUTION:

The existing subparagraph (b) of § 25(3)(13) shall be deleted, which currently reads as follows: *(b) the subscription for, acquisition, or disposal of shares in another company, with the exception of the subscription for shares in the increased share capital of the Company’s subsidiaries,*

This proposal is motivated by the fact that the Company’s Articles of Association currently contain a parallel provision regarding matters requiring the consent of the Supervisory Board, namely § 25(3)(13c), which provides:

13c) granting consent to the subscription for or acquisition of shares in another company with a value exceeding:

a) PLN 100,000,000 or

b) 10% of total assets as defined by the Accounting Act, determined on the basis of the most recent approved financial statements;;

Provision § 25(3)(13c) was added (after 2016) in connection with the controlling shareholder’s compliance with applicable legal provisions under the Act on the Principles of State Property Management.

As a result, the Company’s Articles of Association currently contain two equivalent provisions governing the same matter—namely, the subscription for or acquisition of shares in another company—but specifying two different monetary thresholds (PLN 20,000,000 and PLN 100,000,000). This situation is problematic and creates inconsistency in the provisions of the Articles of Association as the Company’s most important document, and thus requires resolution.

In light of the above, the Company proposes to retain the amount of PLN 100,000,000 as the threshold above which the Supervisory Board’s consent will be required for transactions involving the subscription for or acquisition of shares in another company, and to supplement

this list with the disposal of shares in another company, which will preserve the scope specified in the deleted subparagraph (b) in § 25(3)(13), setting the threshold at PLN 100,000,000. This amount appears to be safe and reasonable, given the scale of the Company's operations, and will also comply with the requirements established by the legislature regarding corporate approvals for companies in which the State Treasury holds an interest.

The proposed changes will result in an increase in the threshold above which the Company's Supervisory Board's consent is required for transactions involving the acquisition, subscription, or disposal of shares in any company. The existing exemption regarding the lack of a requirement to obtain the Supervisory Board's consent for the subscription of shares in the increased share capital of the Company's subsidiaries will also be eliminated – in connection with the proposed amendment, the Supervisory Board's consent for transactions related to the acquisition, subscription, and disposal of shares will apply to all companies, without distinction between subsidiaries and companies outside the PKP CARGO S.A. Capital Group under restructuring.

Item 14 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **amendments to § 26, paragraphs 3 and 4, of the Company's Articles of Association.**

Pursuant to Article 430(1) of the Commercial Companies Code, in conjunction with § 12(1) of the Company's Articles of Association, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

§ 26, paragraphs 3 and 4, of the Company's Articles of Association, as currently worded:

"3. The Supervisory Board shall appoint a Nomination Committee consisting of no fewer than three members of the Supervisory Board, including at least one member of the Supervisory Board who meets the independence criteria and is appointed in the manner specified in § 20 and 21 above, who shall serve as chairperson.

4. The Nomination Committee organizes and exercises ongoing supervision over the selection process for members of the Management Board and over the process of evaluating and appointing members of the Management Board."

shall read as follows:

"3. The Supervisory Board shall appoint a Nomination and Remuneration Committee, consisting of no fewer than three members of the Supervisory Board, including at least one member of the Supervisory Board who meets the independence criteria and is appointed in the manner specified in § 20 and 21 above, who shall serve as chair.

4. The Nomination and Compensation Committee organizes and exercises ongoing supervision over the recruitment process for Management Board members and over the process of evaluating and appointing Management Board members."

§ 2

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

REASONS FOR THE RESOLUTION:

The proposed amendment to the Company's Articles of Association is intended to align the name of the Nomination Committee with the duties it actually performs, which is also consistent with market standards applicable to companies listed on the Warsaw Stock Exchange. The addition to the committee's name will also allow for an even clearer identification of the duties performed by this advisory body. The amendment is of an adaptive/technical nature and does not constitute a substantive change.

Item 14 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **to review the “Report on the Remuneration of Members of the Management Board and Supervisory Board of PKP CARGO S.A. under Restructuring for the year 2025”.**

Pursuant to Article 395 § 21 of the Commercial Companies Code, Article 90g(6) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, and § 12(1) of the Articles of Association of PKP CARGO S.A., the Ordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

Approves the “Report on the Remuneration of Members of the Management Board and Supervisory Board of PKP CARGO S.A. under restructuring for the Year 2025,” attached as an appendix to this Resolution.

§ 2

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 395 § 21 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include the adoption of the resolution referred to in Article 90g(6) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System, and on Public Companies. In light of the foregoing, it is necessary to submit a draft of this resolution for consideration by the Ordinary General Meeting. The resolution expressing an opinion on the Remuneration Report is of an advisory nature.

Item 16 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **amendments to § 4(1) of the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”**

Pursuant to § 12(1) of the Articles of Association of PKP CARGO S.A. and Article 90d(1) and Article 90e(4) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System, and on Public Companies, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

The “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”, adopted by Resolution No. 23/2020 of the Ordinary General Meeting of PKP CARGO S.A. on June 29, 2020, as amended, is amended as follows:

1. § 4(1) of the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”, which reads as follows:
 - „1. Members of the Management Board are entitled to:
 - a) a fixed monthly salary (“**Base Salary**”),
 - b) variable remuneration dependent on the achievement of financial or non-financial targets (“**Bonus**”),
 - c) additional monetary or non-monetary benefits.”

shall read as follows:

- „1. Members of the Management Board are entitled to:
 - a) a fixed monthly salary („**Base Salary**”),
 - b) variable compensation contingent upon the achievement of financial or non-financial objectives (“**Variable Compensation**”),
 - c) additional monetary or non-monetary benefits.”
2. In connection with the amendment referred to in paragraph 1, throughout the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”, the word “Bonus” used in any grammatical form shall be replaced with the phrase “Variable Compensation”, with the grammatical form of this phrase adjusted to match the rest of the sentence.

§ 2

1. Authorizes the Company’s Management Board to prepare a consolidated text of the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”, incorporating the amendment introduced by this Resolution.
2. The resolution shall enter into force on the date of its adoption.

REASONS FOR THE RESOLUTION:

This proposal to amend the Company's *current Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.* stems from a review conducted in accordance with Article 90e. (4) of the *Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to Organized Trading, and on Public Companies.*

The review concluded that the terminology used in § 4(1) of the Policy needs to be standardized. The proposed amendment is an adjustment intended to make the document easier to understand in light of the wording of the *Act of December 16, 2016, on the principles of state property management (i.e., Journal of Laws of 2024, item 125, as amended)* and the *Act of June 9, 2016, on the principles of determining the remuneration of persons managing certain companies (i.e., Journal of Laws of 2020, item 1907, as amended)*

Item 16 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **amendments to § 4(7) of the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”**

Pursuant to § 12(1) of the Articles of Association of PKP CARGO S.A. and Article 90d(1) and Article 90e(4) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System, and on Public Companies, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

The “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”, adopted by Resolution No. 23/2020 of the Ordinary General Meeting of PKP CARGO S.A. on June 29, 2020, as amended, introduces the following change:

§ 4(7) of the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”, which reads as follows:

„7. A Member of the Management Board shall be entitled to a Bonus for a given fiscal year only if the General Meeting adopts:

- a) a resolution approving the Management Board’s report on the Company’s operations for the fiscal year for which the Bonus is determined,*
- b) a resolution approving the Company’s financial statements for the fiscal year for which the Bonus is determined,*
- c) a resolution granting discharge to the Member of the Management Board for the performance of his or her duties for the fiscal year for which the Bonus is determined.”.*

shall read as follows:

“7. A mandatory condition for a Member of the Management Board to acquire the right to Variable Compensation for a given fiscal year is:

1) the adoption by the General Meeting of:

- a) a resolution approving the Management Board’s report on the Company’s operations for the fiscal year for which the Variable Compensation is determined,*
- b) a resolution approving the Company’s financial statements for the fiscal year for which the Variable Compensation is determined,*
- c) a resolution granting discharge to the Member of the Management Board for the performance of his or her duties for the fiscal year for which the Variable Compensation is determined;*

2) the establishment and application of remuneration policies for members of the management and supervisory bodies of subsidiaries consistent with the principles set forth in the Act of June 9, 2016, on the principles for determining the remuneration of persons managing certain companies;

3) fulfilling the obligations referred to in Articles 17–20, Article 22, and Article 23 of the Act of December 16, 2016, on the principles of state property management.”.

§ 2

1. Authorizes the Company's Management Board to prepare a consolidated text of the "Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.", incorporating the amendment introduced by this Resolution.
2. The resolution shall enter into force on the date of its adoption.

REASONS FOR THE RESOLUTION:

This proposal to amend the *Company's current Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.* stems from a review conducted in accordance with Article 90e. (4) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to Organized Trading, and on Public Companies.

As a result of the review, it was determined that § 4(7) of the Policy requires amendment.

Due to emerging interpretations by state supervisory authorities (supervising, for example, state legal entities), it was decided to amend the conditions for obtaining the right to the Bonus. The amendment consists of expanding the list of conditions for obtaining the right to the Bonus by two new conditions arising from Art. 4(7) of the Act of June 9, 2016, on the principles for determining the remuneration of persons managing certain companies (i.e., Journal of Laws of 2020, item 1907, as amended), namely:

- 1) the establishment and application of remuneration rules for members of the management and supervisory bodies of subsidiaries that comply with the rules set forth in the Act of June 9, 2016, on the principles of determining the remuneration of persons managing certain companies;
- 2) the fulfillment of the obligations referred to in Articles 17–20, Article 22, and Article 23 of the Act of December 16, 2016, on the principles of state property management.

Item 16 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: **amendments to § 6(2) of the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”**

Pursuant to § 12(1) of the Articles of Association of PKP CARGO S.A. and Article 90d(1) and Article 90e(4) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System, and on Public Companies, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

The “*Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.*”, adopted by Resolution No. 23/2020 of the Ordinary General Meeting of PKP CARGO S.A. on June 29, 2020, as amended, is amended as follows:

§ 6(2) of the “*Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.*” as follows:

„2. Members of the Management Board and the Supervisory Board may voluntarily participate in the employee capital plan program launched by the Company in accordance with the general rules governing such program.”

shall read as follows:

„2. Members of the Management Board and the Supervisory Board may voluntarily participate in the employee capital/pension plan program launched by the Company in accordance with the general rules governing such program.”

§ 2

1. Authorizes the Company’s Management Board to prepare a consolidated text of the “*Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.*”, incorporating the amendment introduced by this Resolution.
2. The resolution shall enter into force on the date of its adoption.

REASONS FOR THE RESOLUTION:

This proposal to amend the Company’s current Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A. stems from a review

conducted in accordance with Article 90e. *of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies.*

As a result of the review, it was determined that § 6(2) of the Policy requires clarification regarding the indication that members of the Company's governing bodies are entitled to participate pension plans, including not only the Employee Capital Plan (PPK) but also the Employee Pension Plan (PPE), available to the Company's employees under rules governed by separate regulations as a component arising from general law.

Item 16 on the agenda of the Annual General Meeting of PKP CARGO S.A. under restructuring

**Resolution No./2026
of the Annual General Meeting of PKP CARGO S.A. under restructuring
dated June, 2026**

regarding: amendments to § 9(1) of the “Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.”

Pursuant to § 12(1) of the Articles of Association of PKP CARGO S.A. and Article 90d(1) and Article 90e(4) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System, and on Public Companies, the General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1

The “*Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.*”, adopted by Resolution No. 23/2020 of the Ordinary General Meeting of PKP CARGO S.A. on June 29, 2020, as amended, is amended as follows:

Deletes § 9(1) of the “*Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.*”, which reads as follows:

„1. The report shall be prepared by the Supervisory Board at the end of each fiscal year; the first report shall cover the fiscal years 2019 and 2020.”

and the existing paragraphs 2–5 of § 9 shall be renumbered 1–4, respectively.

§ 2

3. Authorizes the Company’s Management Board to prepare a consolidated text of the “*Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A.*”, incorporating the amendment introduced by this Resolution.
4. The resolution shall enter into force on the date of its adoption.

REASONS FOR THE RESOLUTION:

This proposal to amend the Company’s current Remuneration Policy for Members of the Management Board and Supervisory Board of PKP CARGO S.A. stems from a review conducted in accordance with Article 90e. (4) of the Act of July 29, 2005, on Public Offerings and the Conditions for Introducing Financial Instruments to Organized Trading, and on Public Companies.

As a result of the review, it was determined that § 9(1) of the Policy, as a historical and implemented provision, is no longer necessary in the text of this document. Hence, this amendment has been proposed, which is purely technical and organizational in nature.