

Independent Auditor's Report on Annual Financial Statements

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For the Shareholders of PKP CARGO Spółka Akcyjna under restructuring

Report on the Annual Financial Statements

Opinion

We have audited the annual financial statements of PKP CARGO Spółka Akcyjna under restructuring (the Company) with its registered office in in Warsaw, Grójecka 17, which comprise the statement of financial position as of December 31, 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the financial year then ended, and notes to the financial statements, comprising material accounting policy information and other explanatory notes.

In our opinion, the accompanying annual financial statements:

- give a true and fair view of the financial position of the Company as of December 31, 2025 and of its financial performance and of its cash flows for the financial year then ended in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of European Commission regulations and adopted accounting principles (policy),
- were prepared on the basis of properly maintained books of account,
- comply with the laws affecting the content and form of the annual financial statements and the provisions of the Company's articles of association.

The audit opinion is consistent with the additional report to the Audit Committee submitted on the same day as this audit report.

Basis for Opinion

We conducted our audit in accordance with

- the Act of May 11, 2017 on statutory auditors, audit firms, and public supervision (the Act on Statutory Auditors),
- National Standards on Auditing in the wording of International Standards on Auditing adopted by resolutions of the National Council of Statutory Auditors and the Council of Polish Agency for Audit Oversight (NSA) and
- Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the Regulation 537/2014).

Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Annual Financial Statements* section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (including *International Independence Standards*) (IESBA Code) adopted by the National Council of Statutory Auditors' resolution together with the ethical requirements that are relevant to our audit of the financial statements in Poland. In particular, in conducting the audit the Key Audit Partner and the Audit Firm remained independent of the Company in accordance with the provisions of the Act on Statutory Auditors and the Regulation 537/2014. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to the fact that the Entity's Management (i.e., the Restructuring Administrator) has disclosed in Note 1.3 to the annual financial statements the circumstances related to the Company's financial and liquidity position, breaches of covenants under the loan agreements, the ongoing restructuring proceedings, and the fact that the Company's ability to continue as a going concern is dependent upon the successful execution of the Restructuring Plan and the acceptance of the arrangement by the creditors.

This situation indicates the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. In the aforementioned note, the Entity's Management also presented activities undertaken in order to eliminate such threats. In the opinion of the Entity's Management, these activities will be successful, however, there is no such certainty. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the annual financial statements of the current period. They include the most significant assessed risks of material misstatement, including assessed risk of material misstatement due to fraud. These matters were addressed in the context of the audit of the annual financial statements as a whole, and in forming the auditor's opinion thereon. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report. Below, we provided a summary of our response to those risks and where relevant, key observations arising with those risks. We do not provide a separate opinion on these matters.

IMPAIRMENT OF ASSETS

Description

In the financial statements, the Company presents rolling stock and real estate with a total carrying amount of PLN 2,363.9 million, representing 42.4% of total assets as at 31 December 2025, and investments in related entities amounting to PLN 704.6 million, representing 12.6% of total assets as at 31 December 2025. The assessment of impairment of these assets involves significant judgement and accounting estimates. Accordingly, we identified this matter as a key audit matter.

Disclosures regarding the impairment of property, plant and equipment and investments in related entities are presented in Notes 5.1 and 5.4 to the annual financial statements.

Auditor's response

Audit procedures performed in this area included, among others:

- obtaining an understanding of the relevant accounting policy and related disclosures,
- assessing whether there were indicators of impairment for the cash-generating units,
- evaluating, with the support of valuation specialists, the assumptions and estimates adopted by the Company to determine the recoverable amount of the assets, including the key assumptions used by the Company and the mathematical accuracy of the discounted cash flow model,
- assessing the appropriateness and completeness of disclosures in the financial statements.

Responsibilities of Entity's Management and Supervisory Board for the Annual Financial Statements

The Entity's Management is responsible for the preparation, on the basis of properly maintained books of account, of these annual financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of European Commission regulations, adopted accounting principles (policy), legal regulations, and the Company's articles of association. The Entity's Management is also responsible for such internal control as the Entity's Management determines is necessary to enable the preparation of annual financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the annual financial statements, the Entity's Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Entity's Management either intends to liquidate the Company or to cease the operations, or has no realistic alternative but to do so.

In accordance with the Accounting Act of September 29, 1994 (the Accounting Act), the Entity's Management and the Supervisory Board of the Company are obliged to assure compliance of the annual financial statements with the requirements of the Accounting Act. The Supervisory Board is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with NSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements.

The scope of the audit does not include assurance on the future viability of the Company or on the efficiency or effectiveness with which the Entity's Management has conducted or will conduct the affairs of the Company.

As part of an audit in accordance with NSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Entity's Management.
- Conclude on the appropriateness of the Entity's Management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From matters communicated with the Supervisory Board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that the matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Information including the Report on the Company's operations

The other information comprises the Report on the Company's operations for the financial year ended December 31, 2025, the Corporate Governance Statement and the Sustainability Reporting which are separate parts of the Report on the Company's operations and the Annual Report for the year ended December 31, 2025 (but does not include the financial statements and our auditor's report thereon).

Responsibilities of the Entity's Management and the Supervisory Board

The Entity's Management is responsible for the preparation of the other information in accordance with the Accounting Act and other legal regulations. The Entity's Management and the Supervisory Board of the Company are obliged to assure compliance of the Report on the Company's operations with the requirements of the Accounting Act.

Responsibilities of the Auditor

Our opinion on the annual financial statements does not cover the other information and we do not express any form of assurance conclusion thereon that results from NSAs. In connection with our audit of the annual financial statements, our responsibility is to read the other information and, in doing so, consider whether it is materially inconsistent with the annual financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report regarding the Other Information.

Additionally, according to the Act on Statutory Auditors, our responsibility is to express an opinion on whether the Report on the Company's operations, insofar as it does not concern the Sustainability Reporting, has been prepared in accordance with legal regulations and whether information included therein is consistent with the accompanying annual financial statements. Moreover, we are obliged to express an opinion on whether the Company included the required information in the Corporate Governance Statement.

Opinion on the Report on the Company's operations

In our opinion, the Report on the Company's operations, insofar as it does not concern the Sustainability Reporting, has been prepared in accordance with the applicable legal regulations, i.e. Article 49 of the Accounting Act and Paragraph 72 of the Regulation of the Minister of Finance of June 6, 2025 on current and periodic information disclosed by issuers of securities and the conditions for recognition as equivalent of the information required by law of a non-member state (the Regulation on current and periodic information), and information included therein is consistent with the accompanying annual financial statements. Moreover, taking into account our knowledge of the Company and its environment obtained during the audit of the annual financial statements, we state that we have not identified any material misstatements in the Report on the Company's operations, insofar as it does not concern the Sustainability Reporting.

Information on the Sustainability Reporting and the assurance thereof

The Sustainability Reporting of the Group of which the Company is the parent company, presented as a separate part of the Report on the Company's and the Group operations and disclosed in chapter 10 of this report, is subject to a separate assurance engagement conducted by our audit firm and by the same key audit partner who conducted the audit of the financial statements.

Opinion on the Corporate Governance Statement

In our opinion, the Corporate Governance Statement includes the information required by Paragraph 72 clause 7 point 5 of the Regulation on current and periodic information. The information specified in Paragraph 72 clause 7 point 5 letters c-f, h and i of the Regulation on current and periodic information included in the Corporate Governance Statement complies with applicable regulations and is consistent with the information included in the annual financial statements.

Report on Other Legal and Regulatory Requirements

Statement on non-audit services

To the best of our knowledge and belief we confirm that we have not provided non-audit services prohibited in accordance with the provisions of Article 136 of the Act on Statutory Auditors and Article 5 clause 1 of the Regulation 537/2014.

Appointment of the Audit Firm

We were appointed to audit the annual financial statements of the Company for the years 2021-2025 by the Company's Annual General Meeting of Shareholders' resolution of June 28, 2021. We have been auditors of the Company since the financial year ended December 31, 2021 i.e. for 5 consecutive financial years.

Przemysław Zawadzki

Statutory Auditor No. 11337
Key Audit Partner performing the audit on behalf of
Grant Thornton Polska Prosta spółka akcyjna,
Poznań, ul. Abpa Antoniego Baraniaka 88 E, Audit Firm No. 4055

Warsaw, April 28, 2026

THIS IS TRANSLATION ONLY. The Polish language version of the report is the only valid and legally binding version. This translation into English is provided to facilitate understanding of the report.