ANNOUCEMENT OF CONVOCATION
OF THE EXTRAORDINARY GENERAL MEETING
OF PKP CARGO S.A. UNDER RESTRUCTURING

The Management Board of PKP CARGO S.A. under restructuring, with its registered office in Warsaw at ul. Grójecka 17, 02-021 Warsaw, entered in the National Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under KRS number: 0000027702, Tax Identification Number (NIP): 954-238-19-60, with share capital of 44,786,917.00 PLN (fully paid in), (hereinafter referred to as: "the Company" or "PKP CARGO S.A."), acting pursuant to Article 399 § 1, in conjunction with Articles 398, 4021, and 4022 of the Commercial Companies Code, hereby convenes:

EXTRAORDINARY GENERAL MEETING

OF PKP CARGO S.A. UNDER RESTRUCTURING

(hereinafter referred to as the "General Meeting")

which will be held on

December 18, 2026, at 11:00 a.m. at the Company's headquarters

in Warsaw, at 17 Grójecka Street

As of the date of the General Meeting, i.e., November 19, 2026, the total number of shares in PKP CARGO S.A. under restructuring is 44,786,917.

These shares carry a total of 44,786,917 votes.

AGENDA:

1. Opening of the Extraordinary General Meeting.
2. Preparation of the attendance list.
3. Confirmation that the Extraordinary General Meeting was properly convened and is competent to adopt resolutions.
4. Adoption of a resolution on the election of the Chair of the Extraordinary General Meeting.
5. Adoption of the agenda.
6. Adoption of a resolution on amending the Company's Articles of Incorporation to adjust the description of the Company's business activities (PKD), as specified in § 5(1) of the Articles of Incorporation of PKP CARGO S.A.
7. Adoption of a resolution on the adoption of the Gender Balance Policy for the Management Board and Supervisory Board of PKP CARGO S.A. under restructuring.
8. Any other business.
9. Closing of the meeting.

I. Right to Participate in the General Meeting

Pursuant to Article 4061 § 1 of the Commercial Companies Code, only persons who are shareholders of the Company sixteen days prior to the date of the General Meeting (**the "record date for participation in the General Meeting**"), i.e., as of **December 2, 2026**, have the right

to participate in the General Meeting.

Bondholders and users with voting rights are entitled to participate in the General Meeting if the establishment of a limited property right in their favor is registered in the securities account on the date of registration for participation in the General Meeting.

In order to ensure participation in the General Meeting, a shareholder entitled to dematerialized bearer shares, as well as a pledgee or usufructuary (hereinafter collectively referred to as **"shareholder" or "shareholders"**) should request - no earlier than after the announcement of the convening of the General Meeting, i.e., no earlier than **November 19, 2026** and no later than the first business day following the record date for participation in the General Meeting, i.e., no later than **December 3, 2026** - that the entity maintaining the securities account issue a personalized certificate confirming the right to participate in the General Meeting.

Shareholders are advised to pick up the aforementioned certificate of entitlement to participate and bring it with them to the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be available for inspection at the Company's headquarters in Warsaw, at 17 Grójecka Street, for three business days prior to the date of the General Meeting, i.e., on **December 15, December 16 and 17,** 2026, from 9:00 a.m. to 4:00 p.m. A shareholder may request that the list of shareholders entitled to participate in the General Meeting be sent to them free of charge via email, providing the address to which the list should be sent. This request may be submitted electronically to the following email address: NWZ.18.12.2026@pkpcargo.com. When requesting to inspect or receive a copy of the list of shareholders, a shareholder must prove his or her identity and status as a shareholder, as described in Chapter III.

Based on the list of shareholders entitled to participate in the General Meeting received from the National Depository for Securities, the Company will verify each shareholder's eligibility to participate in the General Meeting. In order to conduct a proper verification, the Company may contact the shareholder or their proxy.

Those eligible to participate in the General Meeting will be able to receive voting devices/cards on the day of the General Meeting directly in the meeting room starting at 9:00 a.m., after registering their attendance.

II. The Right to Participate in the General Meeting Through a Proxy

A shareholder may attend the General Meeting and exercise his or her voting rights in person or through a proxy.

A shareholder's proxy exercises all of the shareholder's rights at the General Meeting, unless the power of attorney provides otherwise. A proxy may grant a subproxy if the power of attorney so provides. A proxy may represent more than one shareholder and vote differently for each share. A shareholder whose shares are held in more than one securities account may appoint separate proxies to exercise the rights attached to the shares held in each account.

A power of attorney to participate in the General Meeting and exercise voting rights must be granted in writing or in electronic form.

The Company must be notified of the granting of a power of attorney in electronic form via electronic means of communication. A power of attorney granted in electronic form does not require a qualified signature. Along with the notification of the granting of a power of attorney in electronic form, the shareholder or proxy must submit the power of attorney or a scan thereof, as well as:

1) the following documents or scans thereof:
   a) in the case of a shareholder that is not a natural person—the original or a copy of an extract from the relevant registry or another document confirming the existence of such shareholder and the right of its representative(s) to represent it;
   b) in the case of a proxy that is not a natural person - the original or a copy of an extract from the relevant registry or another document confirming the existence of such a proxy and the right of its representative(s) to represent it;
2) identification information:
   a) in the case of a shareholder who is a natural person - the shareholder's identification information, including: first name, last name, email address, and phone number;
   b) in the case of a proxy who is a natural person - the proxy's identification information, including first name, last name, email address, phone number, and the series and number of the identification document or PESEL number (depending on the identification information used in the power of attorney).

In the case of foreign entities whose country of incorporation does not maintain the relevant registers, instead of the original or a copy of the extract from the register referred to above, the originals or copies of documents confirming the existence of the entity and the authority of its representative(s) to represent it must be submitted.

In the event of any doubt as to the authenticity of the copies of the documents referred to above, the Company or the person(s) designated by the Company to register shareholders may, prior to the commencement of the General Meeting, request that the originals of such documents or copies certified by a notary public or another entity authorized to certify conformity with the original be presented, and that the Company be permitted to make and retain copies thereof. If such documents are not presented or if the shareholder or the shareholder's proxy does not allow the Company to make and retain copies of them, the shareholder or the shareholder's proxy may not be admitted to participate in the General Meeting.

If the power of attorney granted by a shareholder to participate in the proceedings and exercise voting rights at the General Meeting is conditional, the Company or the person (or persons) designated by the Company to handle shareholder registration may require proof that the relevant condition has been met.

All of the above-mentioned documents or information (including, if necessary, an Apostille) should be sent to the following email address: NWZ.18.12.2026@pkpcargo.com no later than 12:00 p.m. on the weekday preceding the General Meeting, i.e., **December 17, 2026** (failure to meet the deadline for notifying the Company of the granting of a power of attorney in electronic form does not prevent the proxy from participating in the General Meeting on the basis of a power of attorney granted in writing). The notice of granting a power of attorney in electronic form should include at least the name or first and last name of the principal, their phone number, and email address, as well as the name or first and last name of the proxy, their phone number, and email address.

Along with the notification of the grant of power of attorney, the shareholder/attorney-in-fact shall send to the Company the power of attorney or a scan thereof containing at least the following information: the name or first and last name of the principal, the name or first and last name of the attorney-in-fact, the number and series of the ID card/number, passport/ PESEL number (or an equivalent number for a foreign national) of the proxy holder who is a natural person, an explicit authorization for the proxy holder to represent the principal at the General Meeting and to exercise voting rights, along with the date of the General Meeting, the number of shares for which voting rights will be exercised, the proxy's email address, the date the power of attorney was granted, and the shareholder's signature.

The Company has the right to verify the submitted notices and to take steps to identify the shareholder and the proxy and to confirm the validity of the power of attorney. Such verification may, in particular, consist of a follow-up question posed by telephone or electronically to the shareholder or proxy. The above rules apply accordingly to the amendment or revocation of a granted power of attorney. Notices regarding the appointment or revocation of a proxy that do not meet the above requirements have no legal effect with respect to the Company.

The choice of how to appoint a proxy rests with the shareholder. The Company is not liable for errors in completing the power-of-attorney document or for the actions of persons acting under a power of attorney. A proxy attending the General Meeting is required, upon request by the Company or the person(s) designated to register shareholders, to present the originals of the documents attached to the notice referred to above.

The above rules apply accordingly to representatives of legal entities.

At the same time, the Management Board of PKP CARGO S.A. under restructuring hereby informs that if a shareholder grants a power of attorney along with voting instructions, the Company will not verify whether the proxies exercise their voting rights in accordance with the instructions they received from the shareholders. Accordingly, the Management Board of PKP CARGO S.A. under restructuring hereby informs that voting instructions should be provided only to the proxy holder.

If a power of attorney is granted to a sub-agent, an unbroken chain of powers of attorney must be submitted, along with documents indicating the authority to act on behalf of the previous agents.

The rules described above do not exempt a proxy from the obligation to present, when compiling the attendance list of persons entitled to participate in the General Meeting, documents serving as proof of identity (ID card/passport) and the power of attorney (chain of powers of attorney), along with a copy thereof.

The above rules apply mutatis mutandis to notice of the revocation of a power of attorney.

If a power of attorney is granted in writing, the attorney-in-fact is required to leave the original power of attorney with the Company.

III. The right of shareholders to request that specific items be included on the agenda of the General Meeting

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital have the right to request that specific matters be included on the agenda of the General Meeting. Such a request, including a justification or a draft resolution regarding the proposed agenda item, must be submitted to the Company's Management Board no later than 21 days before the scheduled date of the General Meeting, i.e., by the end of the day on **November 27, 2026**. This request may be submitted electronically to the following email address: NWZ.18.12.2026@pkpcargo.com or in writing to the following address: Management Board of PKP CARGO S.A. under restructuring, 17 Grójecka St., 02-021 Warsaw.

The shareholder(s) must demonstrate that they hold the required number of shares as of the date the request is submitted, by attaching to the request a personalized certificate confirming the right to participate in the General Meeting or another document equivalent to such a certificate. Additionally, in the case of:

1) Shareholders that are legal entities and organizational units without legal personality to which the law grants legal capacity - must attach a document confirming the authority to act on behalf of that entity, including a copy of an extract from the relevant registry or another document confirming the authorization of the natural person(s) to represent the shareholder (for example: an unbroken chain of powers of attorney). If a shareholder is not subject to the requirement of registration, its representatives should attach another document confirming the existence of the principal;
2) Submission of a request by a proxy - a power of attorney signed by the shareholder (or, if applicable, an unbroken chain of powers of attorney) must be attached to the request; and if the proxy is not a natural person, a copy of an extract from the relevant registry confirming the signatory's authorization to act on behalf of the proxy must be attached.

IV. Shareholders' Right to Submit Draft Resolutions

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit draft resolutions concerning matters included on the agenda of the General Meeting or matters to be included on the agenda. Such submissions may be made electronically to the following email address: NWZ.18.12.2026@pkpcargo.com, or in writing to the following address: Management Board of PKP CARGO S.A. under restructuring, 17 Grójecka St., 02-021 Warsaw.

The shareholder(s) must demonstrate that they hold the required number of shares as of the date the request is submitted, by attaching to the request a personalized certificate confirming the right to participate in the General Meeting or another document equivalent to such a certificate. Additionally, in the case of:

1) Shareholders that are legal entities and organizational units without legal personality to which the law grants legal capacity - must provide proof of authorization to act on behalf of such an entity by attaching a copy of an extract from the relevant registry or another document confirming the authorization of a natural person (natural persons) to represent the shareholder (e.g., an unbroken chain of powers of attorney). If the shareholder is not subject to the requirement of registration, its representatives should attach another document confirming the existence of the principal;
2) Submission of a request by a proxy - a power of attorney signed by the shareholder (or, if applicable, an unbroken chain of powers of attorney) must be attached to the request; and if the proxy is not a natural person, a copy of an extract from the relevant registry confirming the signatory's authorization to act on behalf of the proxy must be attached.

Proposed resolutions must be submitted in Polish and, in accordance with § 12(1) of the Rules of Procedure of the General Meeting of PKP CARGO S.A. under restructuring, must be submitted no later than 3 business days before the General Meeting - that is, by **December 15, 2026.**

During the General Meeting, any shareholder may submit draft resolutions concerning matters on the agenda. Each shareholder has the right to propose amendments and additions to draft resolutions included on the agenda of the General Meeting - until the discussion on the agenda item covering the draft resolution to which such a proposal relates is closed.

V. A shareholder's right to ask questions regarding matters on the agenda of the General Meeting.

During a General Meeting, a shareholder has the right to ask questions and participate in the discussion in accordance with the rules set forth in the Rules of Procedure of the General Meeting of PKP CARGO S.A., as well as the right to request information regarding the Company. If it is justified for the purpose of evaluating a matter on the agenda, the Management Board of PKP CARGO S.A. under restructuring is obligated to provide the shareholder with the requested information. The Management Board of PKP CARGO S.A. under restructuring may refuse to provide information if doing so could cause harm to the Company, an affiliated company, or a subsidiary, in particular through the disclosure of trade secrets. A member of the Management Board of PKP CARGO S.A. under restructuring may also refuse to provide information if doing so could give rise to criminal, civil, or administrative liability. A response is deemed to have been provided if the relevant information is available on the Company's website in the section designated for shareholders to ask questions and receive answers, i.e. https://www.pkpcargo.com/en/investor-relations/general-meetings/ The Management Board of PKP CARGO S.A. under restructuring may provide information in writing outside of the General Meeting if there are compelling reasons to do so - in such a case, the Management Board of PKP CARGO S.A. under restructuring shall provide the information no later than two weeks from the date the request was made during the General Meeting.

The Company's Management Board also announces that the General Meeting will be recorded and streamed online.

VI. Electronic Communication and Information on How to Exercise Voting Rights by Mail

The Company does not anticipate the possibility of participating in or speaking at the General Meeting via electronic means of communication.

The company does not permit voting by mail or via electronic means of communication.

VII. Access to Documentation

The full text of the documentation to be presented to the General Meeting, together with the draft resolutions, will be made available on the Company's website and at its registered office as of the date the General Meeting is convened. Any comments from the Management Board of PKP CARGO S.A. under restructuring or the Supervisory Board of PKP CARGO S.A. under restructuring regarding matters included on the agenda of the General Meeting or matters to be added to the agenda prior to the date of the General Meeting will be available on the Company's website immediately after they are prepared.

VIII. Website Address

Information and documentation regarding the General Meeting are available on the website www.pkpcargo.com in the Investor Relations/General Meetings tab.

IX. Organizational Information

The General Meeting will be broadcast in real time. A link to the broadcast will be available on the Company's website under the Investor Relations tab. A recording of the General Meeting, in audio or video format, may be published on the Company's website.

Along with any documents submitted electronically by a shareholder that were originally drafted in a language other than Polish, the shareholder must submit a translation into Polish prepared by a certified translator.

All documents sent by a shareholder to PKP CARGO S.A. under restructuring, as well as those sent by the Company to a shareholder electronically, should be scanned into PDF or JPEG format.

Shareholder registration will begin two hours before the start of the General Meeting, i.e., on **December 18, 2026, at 9:00 a.m.**

Please remember to bring your ID card or passport in order to be admitted to the General Meeting.

We ask entities representing a larger number of shareholders to, whenever possible, provide powers of attorney in electronic form and send the documents or scans of them to the following email address: NWZ.18.12.2026@pkpcargo.com. To streamline the registration process, we also ask that, if possible, you provide an alphabetical list of the entities represented by the proxy, along with the number of votes to which each is entitled.

In matters not covered by this document, generally applicable laws shall apply, including, in particular, the provisions of the Commercial Companies Code, the Company's Articles of Incorporation, and the Rules of Procedure of the Company's General Meeting.

X. Information Notice for Shareholders of PKP CARGO S.A. under restructuring Who Are Natural Persons and for Shareholders' Proxies

In connection with the convening of the General Meeting, PKP CARGO S.A. under restructuring will process the personal data of shareholders, proxies authorized to vote, other persons authorized to exercise voting rights at the General Meeting, and personal data disclosed during the General Meeting (collectively referred to as "you"). Accordingly, the Company, in accordance with Article 13 of the General Data Protection Regulation (GDPR) of April 27, 2016 (Official Journal of the EU L 119 of May 4, 2016), hereby informs you that:

1) The controller of your personal data is: PKP CARGO S.A. under restructuring with its registered office at: 02-021 Warsaw, 17 Grójecka St.;

2) Contact the Data Protection Officer: email: iod@pkpcargo.com ; phone: (22) 391-46-65;

3) Your personal data will be processed for the purpose of (i) participating in the General Meeting, including for the purpose of preparing and maintaining a list of shareholders and an attendance list for the General Meeting, and facilitating voting, (ii) or in connection with contacting the Company for purposes related to the General Meeting, including, for example: requesting access to the list of shareholders entitled to participate in the General Meeting or the list of shareholders present at the General Meeting, submitting a request for copies of motions regarding matters on the agenda of the General Meeting, submitting a request to convene a General Meeting, submitting a motion to include matters on the agenda of the General Meeting, or submitting a draft resolution of the General Meeting;

4) The legal basis for the processing of personal data is:

   a) compliance with legal obligations (Article 6(1)(c) of the GDPR), in connection with Article 407(1) of the Commercial Companies Code and Sections 3 through 8 of the Rules of Procedure of the General Meeting of PKP CARGO Spółka Akcyjna;
   b) PKP CARGO S.A.'s legitimate interest under restructuring (Article 6(1)(f) of the GDPR) – for the purpose of contacting Shareholders and handling, asserting, and defending against any mutual claims;

5) The Company processes your (i) personal data, such as first name, last name, phone number, residential address, or mailing address, (ii) data contained in powers of attorney, including your PESEL number or identification document number, (iii) data regarding shares and the rights arising therefrom, such as: the number, type, and serial numbers of shares, as well as the number of votes to which you are entitled, and (iv) – in cases where you contact the Company electronically – your email address;

6) Your personal data may be collected by the Company from entities operating securities depositories, as well as from other shareholders—to the extent necessary to provide data contained in powers of attorney, in particular in connection with the need to demonstrate shareholder status, ownership of the required number of shares, voting rights, or the right to represent a shareholder;

7) Your personal data contained (i) in the list of shareholders, the attendance list, and powers of attorney is retained for the duration of the Company's existence and may subsequently be transferred to an entity designated to store documents in accordance with the provisions of the Commercial Companies Code; (ii) personal data related to communication via email is retained for a period sufficient to enable the Company to demonstrate compliance with its obligations under the Commercial Code or for the period during which any claims by the Company or against the Company remain enforceable;

8) Your personal data will not be transferred to a third country or an international organization as defined by the GDPR;

9) The recipients of your personal data will be limited to entities authorized to obtain personal data pursuant to legal provisions, in particular entities providing services related to the conduct of the General Meeting, including IT services, security services, and legal services, as well as shareholders who submit a request to view the list of shareholders, to receive a copy of such list, or to have the list sent via email;

10) You have the right to request that the data controller grant you access to your personal data, the right to have it corrected, deleted, or its processing restricted, the right to object to its processing, and the right to data portability;

11) You have the right to file a complaint regarding the processing of your personal data with the supervisory authority, i.e., the President of the Personal Data Protection Office;

12) Your personal data will not be subject to automated decision-making or profiling;

13) Providing personal information is voluntary; however, failure to do so may result in our inability to provide the requested information or in your being barred from participating in the General Meeting.