GENDER BALANCE POLICY IN THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF PKP CARGO S.A. UNDER RESTRUCTURING

Preamble

In implementation of the provisions of the Directive of the European Parliament and of the Council (EU) 2022/2381 of 23 November 2022 on improving gender balance among directors of listed companies and related measures (Official Journal of the EU L 315 of 07.12.2022, p. 44) and the provisions of the Act of 3 July 2026 amending the Act on Public Offering and Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, as well as the Act on the Implementation of Certain European Union Provisions on Equal Treatment (Journal of Laws 2026, item 1034), the Extraordinary General Meeting of PKP CARGO Joint-Stock Company under restructuring (hereinafter: "PKP CARGO" or "the Company") adopts the Gender Balance Policy in the Management Board and Supervisory Board of PKP CARGO S.A. under restructuring (hereinafter: "the Policy").

DEFINITIONS

§ 1

For the purposes of this Policy, the following terms have the following meanings:

1. Company bodies – mean the Management Board and the Supervisory Board of the Company;
2. underrepresented gender – means the gender whose representatives hold no more than 49% of the total number of positions in the Company's bodies;
3. Regulatory goal – means ensuring gender balance in the Company's bodies, in the manner specified in § 3 section 2;
4. equivalent qualifications – mean a comparable evaluation of candidates based on criteria set before the start of the process.

GENERAL PROVISIONS

§ 2

1. The goal of the Policy is to set rules that ensure gender balance on the Management Board and Supervisory Board of PKP CARGO and to support the professional development of the company's employees: both women and men, regardless of gender.
2. The policy specifies in particular:
    1. the rules for selecting people for specific positions in the Company's bodies and the rules for nominating candidates to the Company's bodies, aimed at meeting the requirements set out in the applicable laws;

2. rules for organizing and supporting career development programs for women and men in the Company;
3. the company's human resources management strategy to achieve the regulatory goal;
4. the rules for monitoring the implementation of the Policy.

REGULATORY GOAL

§ 3

1. The company takes actions to ensure the achievement of the regulatory goal
2. A regulatory goal is considered achieved if:
    1. the total number of positions in the Company's bodies held by persons of the underrepresented gender complies with legal regulations and
    2. people belonging to the underrepresented gender hold at least one position in each of the Company's bodies.
3. The company makes available on its website the Policy and information about the legal regulations in force regarding gender balance and the sanctions specified in the law.

RULES FOR THE SELECTION PROCESS OF PEOPLE FOR SPECIFIC POSITIONS IN THE COMPANY'S ORGANS

§ 4

1. When forming the company's bodies, the PKP CARGO Articles of Association, the Policy, and other internal regulations applicable in the company are particularly applied, while at the same time maintaining objectivity and the substantive criteria resulting from them.
2. The process of selecting people for specific positions in the company's bodies is carried out in accordance with the company's internal regulations mentioned in paragraph 1, as well as generally applicable laws, particularly those regulating the gender balance in public company bodies.
3. The company uses gender-neutral and clear selection criteria in the process mentioned in section 2, defined before the process starts, taking into account the candidates' qualifications and the need to ensure gender balance.
4. Setting the salaries of the company's board members is done, in particular, in accordance with the Remuneration Policy for Members of the Management Board and the Supervisory Board of PKP CARGO.

PRIORITY AND EXCEPTIONS TO THE RULE OF PRIORITY

§ 5

1. In the process of selecting people for specific positions within the Company's bodies, if candidates of different genders have equal qualifications, the Company gives priority to the candidate belonging to the underrepresented gender, unless other diversity principles specified in the law, based on non-discriminatory criteria, support choosing a candidate of the opposite gender.
2. In every case of deviating from the principle mentioned in paragraph 1, the Company documents the results of comparing candidates and the justification for the choice made.

FOR NOMINATING CANDIDATES TO THE COMPANY'S BODIES

§ 6

1. Nominating candidates to the Company's bodies should be done in a way that aims to achieve the regulatory goal, while complying with applicable laws and the Company's internal rules.
2. Those entitled to nominate candidates ensure the presence of representatives of both genders among the candidates, whenever possible given the nature of the selection process or the availability of candidates who meet the formal and substantive requirements.

CAREER DEVELOPMENT AND HUMAN RESOURCE MANAGEMENT STRATEGY

§ 7

1. The company supports the professional development of women and men by providing access to development programs that help build leadership skills and ensure equal career growth opportunities, including taking on managerial, executive, or supervisory positions, regardless of gender.
2. PKP CARGO's human resources management strategy is focused, in particular, on:
    1. using recruitment practices that promote diversity and gender equality;
    2. investing in the development of employee skills through access to training and development programs, regardless of gender;
    3. promoting an organizational culture that supports gender equality, inclusiveness, and diversity through educational and communication campaigns;
    4. regular monitoring and analysis of data on employment, promotions, and employee experiences.

MONITORING THE IMPLEMENTATION OF POLICY

§ 8

1. The Company's management board prepares an annual report for the previous year on the participation of representatives of each gender in the Company's bodies and the measures taken to ensure gender balance in these bodies, including:
    1. the number of people serving as members of the Company's bodies in a given year, indicating their gender and type of position held;
    2. information about the measures taken to ensure the participation of people of the underrepresented gender in the company's bodies in the number resulting from the regulatory objective;
    3. in case the Regulatory Goal is not achieved – the reasons for not achieving it and a detailed description of the measures taken and planned to achieve it.
2. The Company's Management Board annually reviews the Policy to check if it's being applied correctly and if the goals are being achieved. The Management Board presents the review results and the report mentioned in paragraph 1 to the Supervisory Board.
3. The company submits, within 6 months from the end of the financial year, the report referred to in paragraph 1 to a body classified under government administration, which, according to the relevant legal provisions, is entrusted with carrying out tasks related to the implementation of the principle of equal treatment, and makes it available on its website.