FORM

ALLOWING THE EXERCISE OF VOTING RIGHTS BY PROXY

This form contains instructions on exercising voting rights by a proxy holding a power of attorney granted by a shareholder allowing the exercise of voting rights at the Extraordinary General Meeting of PKP CARGO S.A. under restructuring ("**EGM**") convened for December 18, 2026, in accordance with the instructions provided by the shareholder.

The shareholder shall issue instructions to the proxy regarding how to vote on each of the resolutions adopted at the Extraordinary General Meeting by marking the appropriate box with an "X" in the columns labeled "for," "against," or "abstain."

If a shareholder decides to vote differently with respect to the shares held, the shareholder shall indicate in the appropriate box the number of shares for which the proxy is to vote "for," "against," or "abstain." If the number of shares is not indicated, the proxy shall be deemed to be authorized to vote in the manner indicated for all shares held by the shareholder. If the "Other" box is checked, the shareholder should specify in this box how the proxy is to exercise the voting rights. In order to avoid any doubts as to how the proxy is to vote in such a case, it is recommended to specify in the "Other" box how the proxy is to proceed in the above situation.

The use of this form is at the discretion of the shareholder and is not a prerequisite for voting by proxy. PKP CARGO S.A. under restructuring informs that it will not verify whether proxies exercise their voting rights in accordance with the instructions received from the shareholder. Therefore, voting instructions do not need to be submitted to PKP CARGO S.A. under restructuring or to the Chairman of the Extraordinary General Meeting.

ATTORNEY-IN-FACT: _____

(name and surname / company/name of the Representative)

SHAREHOLDER: _____

(name and surname / company/name of Shareholder)

INSTRUCTIONS

ON EXERCISING VOTING RIGHTS BY PROXY

I hereby authorize the Proxy to vote at the Extraordinary General Meeting of PKP CARGO S.A. under restructuring, with its registered office in Warsaw, convened for December 18, 2026, at 11:00 a.m. at the registered office of PKP CARGO S.A. under restructuring in Warsaw, at ul. Grójecka 17, in accordance with the instructions below.

Shareholder's signature

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

PROJECT

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

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

§ 1

Pursuant to § 10(1) of the Articles of Association of PKP CARGO S.A., in conjunction with Article 409(1) of the Commercial Companies Code, the Extraordinary General Meeting of PKP CARGO S.A. under restructuring elects Ms./Mr. …….. as Chair of the Extraordinary General Meeting of PKP CARGO S.A. under restructuring convened for December 18, 2026.

§ 2

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

☐ For Number of shares ……	☐ Against ☐ Objection Number of shares ……	☐ Abstain Number of shares ……	☐ at the discretion Of the representative Number of shares ……
☐ Others			

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

PROJECT

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

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

§ 1

The Extraordinary General Meeting of PKP CARGO S.A. under restructuring, convened for December 18, 2026 ("Extraordinary General Meeting"), adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Preparation of the attendance list.
3. Confirmation that the Extraordinary General Meeting was properly convened and is competent to adopt resolutions.
4. Adoption of a resolution on the election of the Chairperson of the Extraordinary General Meeting.
5. Adoption of the agenda.
6. Adoption of a resolution regarding an amendment to the Company's Articles of Association to update the description of the Company's business activities (PKD) as set forth in § 5(1) of the Articles of Association of PKP CARGO S.A.
7. Adoption of a resolution regarding the adoption of a 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.

§ 2

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

☐ For Number of shares ……	☐ Against ☐ Objection Number of shares ……	☐ Abstain Number of shares ……	☐ at the discretion Of the representative Number of shares ……
☐ Others			

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

PROJECT

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

regarding: <u>Amendments to Section 5, Paragraph 1 of the Company's Articles of Incorporation.</u>

Pursuant to Article 430, § 1 of the Act of September 15, 2000 - the Commercial Companies Code ("**CCC**") - and § 12(1) of the Company's Articles of Incorporation, the Extraordinary General Meeting of Shareholders of PKP CARGO S.A. under restructuring (hereinafter referred to as the "**Company**") hereby resolves as follows:

§ 1.

§ 5(1) of the Company's Articles of Incorporation, as currently worded:

„1. The Company's business activities include:
1) *activities related to transportation and warehousing, including:*
   a) *intercity passenger rail transportation (PKD – 49.10.Z),*
   b) *rail freight transportation (PKD – 49.20.Z),*
   c) *warehousing and storage of gaseous fuels (PKD – 52.10.A),*
   d) *warehousing and storage of other goods (PKD – 52.10.B),*
   e) *support services for land transport (PKD – 52.21.Z),*
   f) *transshipment of goods at other transshipment points (PKD – 52.24.C),*
   g) *activities of other transportation agencies (PKD – 52.29.C);*
2) *activities related to wholesale and retail trade; repair of motor vehicles, excluding motorcycles, including:*
   a) *maintenance and repair of motor vehicles, excluding motorcycles (PKD – 45.20.Z),*
   b) *wholesale of parts and accessories for motor vehicles, excluding motorcycles (PKD – 45.31.Z),*
   c) *retail sale of parts and accessories for motor vehicles, excluding motorcycles (PKD – 45.32.Z),*
   d) *wholesale of other machinery and equipment (PKD – 46.69.Z),*
   e) *wholesale of fuels and related products (PKD – 46.71.Z),*
   f) *wholesale of waste and scrap (PKD – 46.77.Z),*
   g) *non-specialized wholesale trade (PKD – 46.90.Z),*
   h) *retail sale of motor vehicle fuels at gas stations (PKD – 47.30.Z),*
   i) *retail sales of other new goods conducted in specialized stores (PKD – 47.78.Z),*
   j) *retail sales of used goods conducted in specialized stores (PKD – 47.79.Z),*
   k) *retail sales conducted by mail-order houses or online (PKD – 47.91.Z),*
   l) *other retail sales conducted outside of retail chains, at street stalls, and at markets (PKD – 47.99.Z);*
2a) financial and insurance activities, including:
   a) activities of financial holding companies (PKD – 64.20.Z),

b) other financial service activities not classified elsewhere, excluding insurance and pension funds (PKD – 64.99.Z),

c) other activities supporting financial services, excluding insurance and pension funds (PKD – 66.19.Z);

3) *professional, scientific, and technical activities, including:*
   a) *accounting and bookkeeping services; tax consulting (PKD – 69.20.Z),*
   a[1]) activities of head offices and holding companies, excluding financial holding companies (PKD – 70.10.Z),
   a[2]) (deleted),
   a[3]) research and analysis related to food quality (PKD – 71.20.A),
   b) *other technical research and analysis (PKD – 71.20.B),*
   c) *research and development in the field of other natural and technical sciences (PKD – 72.19.Z),*
   d) *advertising agency activities (PKD – 73.11.Z),*
   e) *brokerage of advertising time and space on radio and television (PKD – 73.12.A),*
   f) *brokerage of advertising space in print media (PKD – 73.12.B),*
   g) *brokerage services for the sale of advertising time and space in electronic media (the Internet) PKD – 73.12.C,*
   h) *brokerage services for the sale of advertising time and space in other media PKD – 73.12.D,*
   i) *other professional, scientific, and technical activities not classified elsewhere PKD – 74.90.Z;*
4) *construction-related activities, including:*
   a) *the implementation of construction projects related to the erection of buildings (PKD – 41.10.Z),*
   b) *work related to the construction of roads and highways (PKD – 42.11.Z),*
   c) *work related to the construction of railways and subways (PKD – 42.12.Z),*
   d) *work related to the construction of bridges and tunnels (PKD – 42.13.Z),*
   e) *work related to the construction of transmission pipelines and distribution networks (PKD – 42.21.Z),*
   f) *work related to the construction of telecommunications and power lines (PKD – 42.22.Z),*
   g) *work related to the construction of hydraulic engineering structures (PKD – 42.91.Z),*
   h) *work related to the construction of other civil engineering structures, not classified elsewhere (PKD – 42.99.Z);*
5) *activities related to real estate services, including:*
   a) *purchase and sale of real estate on one's own account (PKD – 68.10.Z),*
   b) *rental and management of owned or leased real estate (PKD – 68.20.Z),*
   c) *real estate management performed on a contractual basis (PKD – 68.32.Z);*
6) *activities in the field of administrative and support services, including:*
   a) *rental and leasing of other motor vehicles, excluding motorcycles (PKD – 77.12.Z),*
   b) *rental and leasing of other machinery, equipment, and tangible goods not classified elsewhere (PKD – 77.39.Z),*
   c) *auxiliary activities related to building maintenance (PKD – 81.10.Z);*
7) *activities related to lodging and food services, including:*
   a) *hotels and similar lodging facilities (PKD – 55.10.Z),*
   b) *tourist lodging facilities and short-term lodging (PKD – 55.20.Z),*
   c) *other lodging (PKD – 55.90.Z),*
   d) *restaurants and other permanent food service establishments (PKD – 56.10.A);*
8) *activities related to culture, entertainment, and recreation, including:*
   a) *museum activities (PKD – 91.02.Z), -*

b) *activities at historic sites and buildings and similar tourist attractions (PKD – 91.03.Z);*

9) *other activities, including:*
   a) *repair and maintenance of other transportation equipment (PKD – 33.17.Z),*
   b) *production and supply of steam, hot water, and air for air-conditioning systems (PKD – 35.30.Z),*
   c) *other monetary intermediation (PKD – 64.19.Z),*
   d) *other forms of out-of-school education, not classified elsewhere (PKD – 85.59.B),*
   e) *publishing of magazines and other periodicals (PKD – 58.14.Z),*
   f) *other publishing activities (PKD 58.19.Z),*
   g) *data processing; website hosting and similar activities (PKD – 63.11.Z),*
   h) *public relations and communication (PKD – 70.21.Z),*
   i) *other business and management consulting services (PKD – 70.22.Z),*
   j) *market and public opinion research (PKD – 73.20.Z),*
   k) *activities related to job placement and recruitment (PKD – 78.10.Z),*
   l) *other activities related to the provision of temporary workers (PKD – 78.30.Z),*
   m) *service activities related to office administrative support (PKD – 82.11.Z),*
   n) *activities related to the organization of trade fairs, exhibitions, and conventions (PKD – 82.30.Z),*
   o) *activities provided by collection agencies and credit bureaus (PKD – 82.91.Z),*
   p) *other business support activities not classified elsewhere (PKD – 82.99.Z), and any activity related to the activities listed above.",*

shall read as follows:

„§ 5

1. The Company's business activities consist of:
   1) activities related to transportation and warehousing, including:
      a) PKD 49.11.Z - Heavy rail passenger transportation,
      b) PKD 49.12.Z - Other rail passenger transportation,
      c) PKD 49.20.Z - Rail freight transportation,
      d) PKD 35.24.Z - Storage of gaseous fuels as part of network supply services,
      e) PKD 52.10.A - Storage and warehousing of grains and oilseeds,
      f) PKD 52.10.B - Storage and warehousing of other goods,
      g) PKD 52.21.A - Roadside assistance,
      h) PKD 52.21.B - Other service activities supporting land transport,
      i) PKD 52.24.C - Transshipment of goods at other transshipment points,
      j) PKD 52.25.Z - Logistics activities,
      k) PKD 52.26.Z - Other service activities supporting transportation,
      l) PKD 52.31.Z - Freight forwarding,
      m) PKD 52.32.Z - Passenger transport agency services;
   2) activities related to wholesale and retail trade; repair of motor vehicles, excluding motorcycles, including:
      a) PKD 95.31.A - Mechanical repair and maintenance of motor vehicles, excluding motorcycles,

b) PKD 95.31.B - Bodywork, painting, and maintenance of motor vehicles, excluding motorcycles,
c) PKD 46.18.Z – Activities of agents engaged in specialized wholesale trade in other goods,
d) PKD 46.72.Z – Wholesale trade in parts and accessories for motor vehicles, excluding motorcycles,
e) PKD 47.82.Z - Retail sale of parts and accessories for motor vehicles, excluding motorcycles,
f) PKD 47.92.Z - Specialized retail sales intermediation,
g) PKD 46.64.Z - Wholesale of other machinery and equipment,
h) PKD 46.81.Z - Wholesale of solid, liquid, and gaseous fuels and their derivatives,
i) PKD 46.87.Z - Wholesale of waste and scrap,
j) PKD 46.90.Z - Non-specialized wholesale trade,
k) PKD 47.12.Z – Other non-specialized retail trade,
l) PKD 47.30.Z – Retail sale of motor vehicle fuels,
m) PKD 47.78.Z – Retail sales of other new goods,
n) PKD 47.79.C – Retail sales of other used goods,
o) PKD 47.91.Z - Agency services in non-specialized retail trade,

2a) financial and insurance activities, including:
a) PKD 64.21.Z - Activities of holding companies,
b) PKD 64.22.Z - Activities of companies that raise financing on behalf of other entities,
c) PKD 64.92.B - Other forms of credit granting, not classified elsewhere,
d) PKD 64.99.Z - Other financial service activities, excluding insurance and pension funds, not classified elsewhere,
e) PKD 66.19.Z – Other activities supporting financial services, excluding insurance and pension funds,
f) PKD 66.30.Z – Fund management activities;

3) professional, scientific, and technical activities, including:
a) PKD 69.20.A - Accounting and bookkeeping services,
b) PKD 69.20.B - Tax consulting,
c) PKD 69.20.C – Financial auditing services,
d) PKD 70.10.A – Head office activities,
e) PKD 70.10.B – Shared services center activities,
f) PKD 71.20.A – Research and analysis related to food quality,
g) PKD 71.20.B – Inspection and issuance of opinions on the technical condition of chimney and ventilation ducts,
h) PKD 71.20.C – Other technical testing and analysis,
i) PKD 72.10.Z – Research and development in the natural and technical sciences,
j) PKD 74.91.Z - Patent attorney services and marketing activities,

k) PKD 74.99.Z - All other professional, scientific, and technical activities not classified elsewhere,

4) construction-related activities, including:

a) PKD 68.12.C - Execution of other construction projects;

5) real estate services, including:

a) PKD 68.11.Z - Purchase and sale of real estate on one's own account,
b) PKD 68.20.Z - Renting and managing owned or leased real estate,
c) PKD 68.32.B - Real estate management services performed on a fee basis,
d) PKD 68.32.C - Other real estate services performed on a fee basis, not classified elsewhere;

6) administrative and support services, including:

a) PKD 77.11.Z - Rental and leasing of passenger cars and light motor vehicles, including motorcycles,
b) PKD 77.12.Z - Rental and leasing of trucks,
c) PKD 77.39.Z – Rental and leasing of other machinery, equipment, and tangible goods not classified elsewhere,
d) PKD 81.10.Z – Support activities related to building maintenance;

7) activities related to lodging and food services, including:

a) PKD 55.20.Z - Tourist lodging facilities and short-term accommodations,
b) PKD 55.90.Z - Other lodging,

8) activities related to culture, entertainment, and recreation, including:

a) PKD 91.21.A - Museum activities,

b) PKD 91.22.Z - Activities related to historical sites and monuments;

9) other activities, including:

a) PKD 33.17.Z - Repair and maintenance of other civilian transportation equipment,

b) PKD 35.30.Z - Production and supply of steam and air for air conditioning systems,

c) PKD 64.19.Z - Other monetary intermediation,

d) PKD 85.59.B - Courses and training related to the acquisition of knowledge, skills, and professional qualifications in non-school settings,

e) PKD 85.59.D - Other forms of out-of-school education, not classified elsewhere,

f) PKD 58.13.Z - Publishing of magazines and other periodicals,

g) PKD 58.19.Z - Other publishing activities, excluding software,

h) PKD 60.39.Z - Other content distribution activities,

i) 63.10.A - Data center colocation and cloud computing services,

j) 63.10.B - DNS services,

k) 63.10.C - Content delivery network (CDN) services),

l) 63.10.D - Other service activities related to computing infrastructure, data processing, website hosting, and related activities,

m) PKD 73.30.A - Lobbying activities,

n) PKD 73.30.B - Other public relations and communications activities,

o) PKD 70.20.Z - Business consulting and other management consulting,

p) PKD 78.10.Z - Activities related to job placement and recruitment,

q) PKD 78.20.Z - Temporary employment agency activities and other employee placement services,

r) PKD 82.10.Z - Office administrative support services, including auxiliary services,

s) PKD 82.30.Z - Activities related to the organization of trade fairs, exhibitions, and conventions,

t) PKD 43.60.Z - Brokerage of specialized construction services,

u) PKD 46.12.Z - Activities of agents engaged in the wholesale of fuels, ores, metals, and industrial chemicals,

v) PKD 46.19.Z - Activities of agents engaged in non-specialized wholesale trade,

w) PKD 53.30.Z - Brokerage services for postal and courier activities,

x) PKD 61.20.Z - Resale of telecommunications services and telecommunications brokerage,

y) PKD 77.51.Z - Brokerage services for the rental and leasing of passenger cars, motor homes, and trailers,

z) PKD 77.52.Z - Brokerage services for the rental and leasing of other tangible goods and non-financial intangible assets,

aa) PKD 82.40.Z - Brokerage services related to business support activities, not classified elsewhere,

bb) PKD 82.99.A - Crowdfunding for business ventures,

cc) PKD 82.99.B - Business support services not classified elsewhere,

dd) PKD 85.61.Z - Brokerage services for courses and tutoring,

ee) PKD 95.40.Z – Brokerage services for the repair and maintenance of computers, personal and household goods, and motor vehicles, including motorcycles,

ff) PKD 96.40.Z – Brokerage services for personal services and any activity related to the activities listed above.”

§ 2. Final Provisions

This resolution shall take effect on the date of its adoption; however, the amendments to the Company’s Articles of Association covered by this resolution shall take effect on the date of their entry in the Business Register of the National Court Register.

REASONS FOR THE RESOLUTION:

The Management Board of PKP CARGO S.A. under restructuring submitted a motion to the General Meeting of PKP CARGO S.A. under restructuring to adopt a resolution amending **the Company's Articles of Incorporation, consisting of a change to the description of the Company's scope of business (PKD) as specified in § 5(1) of the Articles of Incorporation of PKP CARGO S.A.**

The Supervisory Board of the Company has issued a favorable opinion on this motion.

The amendment to the Company's Articles of Incorporation is intended to update the description of the Company's scope of business contained in § 5(1) of the Articles of Incorporation, which currently uses the PKD 2007 classification ("Company's PKD"), to the PKD 2025 standard.

The need to update the Company's PKD classification stems from the provisions of the Regulation of the Council of Ministers of December 18, 2024, on the Polish Classification of Activities (PKD), Journal of Laws 2024, item 1936, which entered into force on January 1, 2025, setting December 31, 2026, as the deadline for companies to update their scope of business.

In view of the foregoing, the adoption of this resolution by the General Meeting of PKP CARGO S.A. under restructuring is fully justified.

☐ For Number of shares ……	☐ Against ☐ Objection Number of shares ……	☐ Abstain Number of shares ……	☐ at the discretion Of the representative Number of shares ……
☐ Others			

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

PROJECT

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

regarding: adoption of the "Gender Balance Policy for the Management Board and Supervisory Board of PKP CARGO S.A. in Restructuring."

Pursuant to § 12(1) of the Articles of Association of PKP CARGO S.A., in conjunction with Article 90gc(1) and Article 90gd(1) 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 (Journal of Laws of 2025, Item 592, as amended), the Extraordinary General Meeting of PKP CARGO S.A. under restructuring hereby resolves as follows:

§ 1.

1. Adopts the "Gender Balance Policy for the Management Board and Supervisory Board of PKP CARGO S.A. under restructuring" (hereinafter: the Policy), which constitutes an Appendix to this Resolution.

2. Authorizes the Supervisory Board of PKP CARGO S.A. under restructuring to make any necessary future changes to the Policy, limited exclusively to technical, editorial, or updating amendments, provided that such changes do not affect the essence or substantive principles of the Policy. It obligates the Supervisory Board of PKP CARGO S.A. under restructuring to continuously monitor the effectiveness of the Policy and to prepare drafts of future amendments, which will then be formally voted on at the General Meeting of Shareholders.

§ 2.

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

REASONS FOR THE RESOLUTION:

Pursuant to Article 90gc(1) *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 (Journal of Laws 2025, Item 592, as amended, hereinafter referred to as the "Act") The Company is required to ensure gender balance in its governing bodies.*

Article 90gd(1) of the Act provides that the company's General Meeting shall adopt, by resolution, a gender balance policy. Furthermore, pursuant to Article 90gd(4) of the Act, the company is required to publish on its website its gender balance policy or regulations in which the company has set forth rules regarding the assurance of gender balance in the company's governing bodies, as well as information on the applicable legal regulations and sanctions in this regard, as referred to in Article 96e(2) of the Act.

☐ For Number of shares ……	☐ Against ☐ Objection Number of shares ……	☐ Abstain Number of shares ……	☐ at the discretion Of the representative Number of shares ……
☐ Others			